MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 22

THE AMAZING SPIDER-MAN Nos. 224-237
& ANNUAL No. 16
ROGER STERN & JOHN ROMITA JR.

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

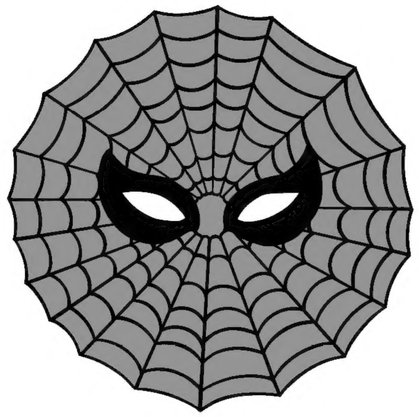
VOLUME 22

COLLECTING

THE AMAZING SPIDER-MAN Nos. 224-237

& ANNUAL No. 16

ROGER STERN • JOHN ROMITA JR.



Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks

VP Production & Special Projects
Jeff Youngquist
SVP Print, Sales & Marketing
David Gabriel
Editor in Chief
C.B. Cebulski
Digital Manager/Production
Tim Smith 3
Digital Production
Meghan O'Leary

© 2020 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

MARVEL MASTERWORKS
CREDITS

THE
AMAZING SPIDER-MAN
NOS. 224-237 & ANNUAL NO. 16

Writers: **Roger Stern** (Nos. 224-227, 229-237, *Annual* No. 16)
Jan Strnad (No. 228)
Bill Mantlo (No. 237)

Pencilers/Layouts: **John Romita Jr.** (Nos. 224-227, 229-236, *Annual* No. 16)
Rick Leonardi (No. 228)
Bob Hall (No. 237)

Inkers/Finishers: Pablo Marcos (No. 224)
Bob Wiacek (No. 225)
Jim Mooney (Nos. 226, 227, 229-233)
Dave Simons (No. 228)
Dan Green (No. 234)
Frank Giacoia (Nos. 235-237)
John Romita Sr. (*Annual* No. 16)

Letterers: Joe Rosen (Nos. 224-227, 229-231, 234, 236)
Janice Chiang (No. 228)
Diana Albers (Nos. 232, 233, 235)
Rick Parker (No. 237)
Jim Novak (*Annual* No. 16)

Colorists: Glynis Wein (Nos. 224, 225, 229, 230, 233, 235)
Bob Sharen (Nos. 226-228, 231, 232, 234, 236, 237)
Stan Goldberg (*Annual* No. 16)

Editor: Tom DeFalco

Color & Art Reconstruction: Michael Kelleher & Kellustration

Special Thanks: Al Sjoerdsma, Roger Stern & Jeph York

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

MARVEL MASTERWORKS
CONTENTS

Introduction by Roger Stern ..... *vi*

The Amazing Spider-Man #224, January 1982
"Let Fly These Aged Wings!" 1

The Amazing Spider-Man #225, February 1982
"Fools…Like Us!" 23

The Amazing Spider-Man #226, March 1982
"But the Cat Came Back…" 45

The Amazing Spider-Man #227, April 1982
"Goin' Straight!" 68

The Amazing Spider-Man #228, May 1982
"Murder by Spider" 91

The Amazing Spider-Man #229, June 1982
"Nothing Can Stop the Juggernaut!" 114

The Amazing Spider-Man #230, July 1982
"To Fight the Unbeatable Foe!" 138

The Amazing Spider-Man #231, August 1982
"Caught in the Act…" 161

The Amazing Spider-Man #232, September 1982
"Hyde…in Plain Sight!" 184

The Amazing Spider-Man #233, October 1982
"Where the @¢%# is Nose Norton?" 207

The Amazing Spider-Man #234, November 1982
"Now Shall Will-O'-the-Wisp Have His Revenge!" 230

The Amazing Spider-Man #235, December 1982
"Look Out There's a Monster Coming!" 253

The Amazing Spider-Man #236, January 1983
"Death Knell!" 276

The Amazing Spider-Man #237, February 1983
"High & Mighty!" 299

The Amazing Spider-Man Annual #16, 1982
"Who's That Lady?" 322

INTRODUCTION
BY ROGER STERN

Welcome, one and all, to the twenty-second *Marvel Masterworks* collection of the life and times of Peter Parker, better known as the ever-amazing Spider-Man. But before we get started, I just thought I'd ask…what was *your* first introduction to Spider-Man?

Relax, it's not a trick question. There really are no wrong answers. It's quite possible that this very volume might be your first exposure to Spider-Man.

It's likely that some of you first encountered Spider-Man through one of his many appearances in the Marvel Cinematic Universe movies. If that's the case, the Peter Parker you first met was brought to life by actors like Tom Holland or Andrew Garfield or Tobey Maguire. Those of a certain age may even remember when Nicholas Hammond portrayed Spider-Man on the television series of the same name, or recall Spider-Man's guest cameos on *The Electric Company*.

Or perhaps you first learned about Spider-Man through one of his many animated series. Our readers in the United Kingdom might have listened to the *Spider-Man* radio program, broadcast over BBC Radio 1 in 1996. But Spider-Man has also appeared in arena shows, dozens of video games, a Broadway musical and a daily newspaper comic strip. He really is a major player in every medium.

And before all the movies and television shows, there were the comic books. Way back in 1962, just a few months after a defining origin story in the final issue of *Amazing Fantasy*, Spider-Man got his own comic and just kept on swinging.

My own introduction to Peter Parker was in the pages of *The Amazing Spider-Man* back in the summer of 1966. I'd actually heard of Spider-Man before I ever read about him, thanks to my old high school buddy Gary Bowman. Gary knew all about Spider-Man from having read his older brother's Marvel comics. At the time, I hadn't bought a comic book in a couple of years, but after hearing Gary rave about those stories, I decided that I should check them out for myself. And that was how I wound up buying my first copy of *Spider-Man.*

Just for the record, the comic book in question was *Amazing Spider-Man* #40, written by Stan Lee, penciled by John Romita Sr. and inked by Mike Esposito. As it turned out, that issue was the second part of a two-issue confrontation between Spider-Man and the Green Goblin.[1] When I first picked up that comic book, I had only a vague idea who Spider-Man was. But by the time I'd finished reading that issue, I knew that I wanted more!

Fortunately, Marvel made it easy to learn more about this amazing young hero. Every two months, they published a double-sized comic book called *Marvel Tales*, which reprinted an early Spider-Man story in every issue along with tales about the Human Torch, Thor and Ant-Man. The first issue I found was *Marvel Tales* #4, reprinting "The Return of the Vulture" from *Amazing Spider-Man* #7, written by Stan Lee and drawn by Steve Ditko. And after all these years, it's still one of my all-time favorite Spider-Man stories.[2] I recommend it highly.

Spider-Man quickly became my favorite super hero, Stan Lee became my favorite writer, and Steve Ditko and John Romita Sr. became my two favorite artists. It's fair to say that the *Amazing Spider-Man* became my entry ticket to the whole Marvel Age of Comics.

1 It's collected—along with the first part of the story—in *Marvel Masterworks: The Amazing Spider-Man Vol. 4*.

2 That one is collected in *Marvel Masterworks: The Amazing Spider-Man Vol. 1*, in *The Amazing Spider-Man Omnibus Vol. 1*, in *Amazing Spider-Man Epic Collection: Great Power* and in *Spider-Man vs. Vulture*. Guess I wasn't the only one who liked it.

And let me tell you, it wasn't always easy finding Marvel Comics in the mid-1960s. There were no dedicated comic shops in those days, and distribution was spotty. *Marvel Tales* enjoyed fairly regular distribution, but many titles did not. You had to keep close watch on the magazine racks at a whole series of newsstands and drug stores if you wanted to grab those issues. Sure, you could subscribe to your favorite titles, but subscription copies then came folded in half lengthwise, leaving a telltale crease down the middle. Despite that, I wound up subscribing to *The Amazing Spider-Man*…at least until the local comics distribution improved.

Anyway, I started collecting *Spider-Man*—and the other Marvel comics—in earnest. I haunted used bookstores and attended early comics conventions, and my collection slowly grew. All through high school and college, I collected and read and enjoyed those stories.

And what stories they were! The artwork of the aforementioned Steve Ditko and John Romita Sr. established a foundation that was followed by the likes of Gil Kane and Ross Andru—with some help along the way from Don Heck, Jim Mooney, Jim Starlin and a couple of gentlemen named Buscema. And the stylish scripting of Stan Lee, Roy Thomas, Gerry Conway, Len Wein, and the always amazing Archie Goodwin, kept me coming back to *The Amazing Spider-Man* every month. I loved those comics! Eventually, Spider-Man started appearing in a new title—*Marvel Team-Up*—and I followed his adventures there, as well. I read them and reread them all so many times.

Though I didn't realize it at the time, I was immersed in a study that would eventually lead to one of the best jobs of my life. Less than ten years after Spider-Man reawakened my love of comics, I wound up working for Marvel.

The great thing about working on staff at Marvel was that you got to see the stories before they were published. You got to hold pages of finished artwork in your hands and proofread the stories before they were shipped off to the printer. I was like a fly on the wall as a third Spider-title, *The Spectacular Spider-Man*, was added to Marvel's ever-growing list of publications. I was there as *The Amazing Spider-Man* was handed off from writer Len Wein to Marv Wolfman, from artist Ross Andru to Keith Pollard, as well as for the subsequent transitions from Marv to Denny O'Neil and from Keith to John Romita Jr.

And in the midst of all those changes—just a few short years after I walked in the door at the House of Ideas—I found myself writing *Spectacular Spider-Man*. I know! I can still hardly believe it myself.

Working on *Spectacular* was great fun. I got to write stories about Spider-Man without the pressure of writing *Amazing Spider-Man*. Plus, I got to work with so many great artists, from Marie Severin and Mike Zeck to Jim Mooney and Ed Hannigan. I eventually worked with about a dozen different artists over the course of my tenure on *Spectacular*. Adjusting to a series of ever-changing art styles really kept me on my toes.

And then, Tom DeFalco became the editor of all the Spider-titles and offered me the writing assignment on *Amazing Spider-Man*. Tom's offer gave me a moment's pause. Could I really do that? Could I work on the title that Stan Lee and Steve Ditko had started? And then I smacked myself upside the head.[3] I'd already been writing stories about Spider-Man for two years. And *Amazing Spider-Man* had a regular artist, a remarkably talented one by the name of John Romita Jr.

3 Figuratively, not literally.

I was excited about the thought of working with J.R. again. He had drawn an issue of *Spectacular Spider-Man*[4] that I'd written, and it was choice! Plus, he'd drawn the *Iron Man* series for me—during my time on staff as an editor—so I already knew that he was as reliable as he was talented.

So, despite my initial reservations, it really was a no-brainer. I said yes, and started writing stories for *Amazing Spider-Man*. My first issue was *ASM* #224.

And that, my friends, brings us from my earliest introduction to Spider-Man to the stories in this volume.

* * *

Now, with your kind indulgence, I'd like to go over the issues in this collection and see what sort of "Stories Behind the Stories" I can recall after all these years. Ready? Okay, first off the bat, is…

***Amazing Spider-Man* #224.** Of all of Spider-Man's many, many enemies, the Vulture was always my favorite.[5] I had left the old bird pretty broken up when I had last featured him in *Spectacular Spider-Man* #45, so I figured that it was about time to check up on him and see how he was doing. Besides, I was pretty sure that John would do a great job of drawing him, and I was absolutely right.

Here's a little-known fact: I contributed a bit of art to this story myself. In the scene where Peter Parker goes to visit his Aunt May, you'll notice that she's reading a copy of *Woman* magazine. Well, I roughed in an image of Susan Storm-Richards on said magazine cover, doing my best to duplicate her then-current hairstyle. Thankfully, inker/finisher Pablo Marcos turned it into real art.

Speaking of Aunt May, this story also featured the new man in her life, Nathan Lubensky, playing his first major role in an issue of *Amazing Spider-Man*.[6]

***Amazing Spider-Man* #225.** Ah, the Foolkiller! Great name and concept. The original Foolkiller was created by Steve Gerber and Val Mayerik for the old *Man-Thing* series. I'd always thought that the character made for a great villain—so much so that I'd revived him for an issue of *Omega the Unknown* a few years before this. I'd actually started setting up this story in my last few issues of *Spectacular Spider-Man* and took advantage of my new writing assignment to finally turn him loose on Spider-Man. You know, I could never understand why such a striking character had never before been cover-featured on any Marvel comic. Well, with this issue, we finally got the Foolkiller on a cover.

And here's another little Secret Behind the Comics: John based his depiction of the ESU mailroom on the layout of Marvel's own mailroom.

***Amazing Spider-Man* #226.** The Black Cat was the last new character that Marv Wolfman and Keith Pollard introduced to the series, and the first real *femme fatale* added to the Spider-Man rogues' gallery since Princess Python. When we'd last seen the Black Cat in *ASM* #205, Spider-Man had tracked her down, only to discover that she had some strange obsession with him. Or did she? Was the Black Cat really in need of psychiatric care, or was there a method to her "madness"? You'll find out in this story.

Also in this issue, making her first appearance in *Amazing Spider-Man*, is NYPD Captain Jean DeWolff. Jean had debuted in *Marvel Team-Up* #48, and I always thought that she made a great addition to Spider-Man's supporting cast.

4 Issue #50, to be specific.
5 Ever since the aforementioned *Marvel Tales* #4, remember?
6 Nathan had a one-panel cameo in issue #216, but he didn't even get any dialogue there.

***Amazing Spider-Man* #227.** One of the things I loved about the early Lee/Ditko and Lee/Romita stories was that Peter Parker's life was just as important as Spider-Man's, if not more so. Even though he's become involved with the Black Cat, Peter still strives to keep his civilian life on an even keel. And that's not easy. After all, Peter is leading a double life as Spider-Man, while also working as a teaching assistant and trying to keep up with his graduate studies—and also trying to supplement his income as a freelance photographer. So, this issue, we decided to show Peter taking the time to finish a paper on recombinative DNA. By the way, I don't recommend waiting until the day a paper is due to start writing it unless you're as smart and fast as Peter.

And for those of you too young to remember such things, that device Peter uses to write his paper is a typewriter…not unlike the one I used to write the issue.

***Amazing Spider-Man* #228.** John and I can't take any credit for "Murder by Spider." That was written by Jan Strnad and illustrated by Rick Leonardi and Dave Simons. I'm not sure, but I think that Tom DeFalco probably scheduled this fill-in story around the time that I moved upstate and J.R. was finishing a run on *Iron Man*. At any rate, Jan, Rick and Dave bought us some time on our deadlines. Thanks, guys!

***Amazing Spider-Man* #229.** "Nothing Can Stop the Juggernaut!" is one of those stories that just came to me one morning. As the last vestiges of sleep cleared from my head, the title just sort of muscled its way into my consciousness. I suspect that the story was born out of a desire to give Spider-Man some bigger physical challenges. I know that J.R. was wanting a chance to cut loose and draw some big, tough characters, and boy did he ever rise to the occasion. Fourteen pages into the story, John gave me four panels of the Juggernaut walking through the side of a building to dislodge Spider-Man. After that, I decided that there wasn't anything I could ask for that he couldn't draw.

Also in this story, Betty Brant-Leeds returns to the series for the first time since *Amazing Spider-Man* #197. Longtime readers may remember Betty as the closest Peter Parker ever came to having a girlfriend in the early Lee/Ditko stories. She remained a good friend to Peter over the years, and it just seemed like the right time to bring her back.

***Amazing Spider-Man* #230.** "To Fight the Unbeatable Foe!" continued to ask the question, how do you stop someone who supposedly can't be stopped? Is that even possible? And even if it is possible, how do you avoid getting yourself killed in the process?

Incidentally, I had already figured out how the Juggernaut could get out of the fix he finds himself in at issue's end. What I didn't know was that it would be twenty-eight years and almost four hundred issues before I got a chance to follow up on that idea.[7]

Oh, and eight pages into this issue, you'll notice a young woman arguing with *Daily Bugle* photographer Lance Bannon. That's Amy Powell, a new character suggested by J.R. This is her first appearance, but it won't be her last.

***Amazing Spider-Man* #231.** This issue marked the Cobra's second appearance as a Spider-Man foe, his first being in *Spectacular* #46. "Caught in the Act" is also notable for the reappearance of one Arthur "Nose" Norton—first introduced by Jim Shooter and Gil Kane in *Daredevil* #148—and the beginnings of a storyline involving the infamous Brand Corporation.

***Amazing Spider-Man* #232.** With the Cobra back in action, you just know that Mr. Hyde would

7 In *Amazing Spider-Man* #629.

eventually show up. As you'll see, the two former partners in crime are not getting along at this point in their careers. Editor Tom DeFalco had intended for the story's title—"Hyde…in Plain Sight!"—to appear in the lower right-hand corner of the cover, but somehow that was misplaced at the printers.

Fun fact: Many long months before, I had plotted an inventory *Captain America* story for J.R. to draw—one featuring Mr. Hyde and Batroc the Leaper. But that story wound up being drawn by John Byrne. So I plotted this story for J.R., to make up for his missing out on that previous opportunity to draw Mr. Hyde. And didn't he do a great job?

***Amazing Spider-Man* #233.** Everyone's looking for "Nose" Norton this issue, either to find out how much dirt he has on the Brand Corporation, or to silence him. Oh, and the Tarantula returns for another go-round with Spider-Man. I'll confess, I had never been that impressed by the Tarantula in his previous appearances. After all, he was just an acrobatic terrorist with gimmicked boots, and didn't seem powerful enough to give Spider-Man a good fight. With this story, we started to do something about that.

Also, with this issue we said goodbye to the talented Jim Mooney. Jim had been associated with *Amazing Spider-Man* since the late '60s, sometimes as a penciler, but more often as an inker or finisher. (Jim didn't leave the old wall-crawler completely, of course. He kept on wielding his pen and brush on *Spectacular Spider-Man*.)

***Amazing Spider-Man* #234.** Things start to heat up at the Brand Corporation with the return of Will-O'-The-Wisp.[8] First introduced by Len Wein and Ross Andru in *ASM* #167-168, the Wisp's origins had pretty much remained a mystery. We reveal a little bit about that mystery in this issue. Plus, the Tarantula starts to undergo a power upgrade.

Dan Green stepped in to apply the inks this issue. He'd worked with J.R. before on *Iron Man*, and they would be working together a lot more in the future.

***Amazing Spider-Man* #235.** "Look Out, There's a Monster Coming!" was inspired in part by a song of the same name, written by the late, great Vivian Stanshall during his days with the Bonzo Dog Doo-Dah Band. The other part, obviously, reflected the unintended consequences of the Tarantula's upgrades. Plus, we finally learn the origin of Will-O'-The-Wisp!

With this issue, John is joined on the art by Frank Giacoia, who brought his rich ink line to the series.

***Amazing Spider-Man* #236.** I won't say too much here about "Death Knell!" other than that the bad guys finally get theirs. Well, some of the bad guys, anyway.

***Amazing Spider-Man* #237.** At the time this story was conceived, Frank Miller had turned the Kingpin—a former Spider-Man adversary—into a great Daredevil villain. So, with Frank's kind permission, I took on the challenge of trying to upgrade the Stilt-Man into a threat worthy of Spider-Man. I think we were at least partially successful.

I plotted "High & Mighty!" for Bob Hall to draw, in part to buy John a little extra time on our busy schedule. And then, wouldn't you know it, I came down with a flu bug before I could script it. Luckily, Bill Mantlo found time to fill in for me.

8 Last seen in *Spectacular Spider-Man* #57.

***Amazing Spider-Man Annual* #16.** Preparations for this Annual spanned several months. I turned in the plot for the Annual in February of 1982, and finished scripting the story in early April of that year. But I had started composing ideas for the origin of a new Captain Marvel the year before.

I owe a debt of thanks to my wife, Carmela, who pointed out that "Captain Marvel" is a gender-neutral name. Was there any reason why Captain Marvel couldn't be a woman? No, no reason at all.

The look of Monica Rambeau, the new Captain, is pure John Romita Jr., and it's a gorgeous one. And J.R.'s father being available to apply his masterful inks to the art made this story a real treat. All in all, it's a story that I was proud to be a part of. This was the first time I got to work with both Romitas, but thankfully, not the last.

* * *

Looking back, I'm pretty happy with my first full year on *The Amazing Spider-Man*. I got to write stories about a character I'd known and loved for more than fourteen years. And I got to work with J.R., whose talent grew stronger with each passing month. I cannot emphasize enough just how much John's masterful art and storytelling contributed to these stories. No matter what crazy thing I asked him to draw, he'd do it. And he pulled it off with style and grace—just what you'd expect from the artist of Spider-Man!

Whenever I reread these stories, I often wonder, how could I have been so lucky? How could we all have been so lucky to have Spider-Man in our lives?

Let's give the credit due to Stan Lee and Steve Ditko. Ditko defined the world of Spider-Man, the way he looked and the way he moved. And Lee imbued Spider-Man with a charm and wit unique among super heroes. All of us who followed Lee and Ditko have drawn upon their creation. We owe them a debt that can never fully be repaid.

The world lost both Lee and Ditko in 2018. They passed within just a few short months of each other. We are poorer in their absence, but we were so lucky to have had them with us for as long as we did.

I was luckier than many. I actually got to work with both Lee and Ditko on a number of different projects. I learned so much from those experiences. And it was great, great fun.

Thanks to them, this kid—who came of age reading their stories—got to write *The Amazing Spider-Man*, and it truly was one of the best jobs of my life.

Roger Stern
November 2019

Roger Stern wrote Spider-Man stories—including most of the ones in this volume—for about four years. Every decade or so, Marvel asks him to write another one.

MARVEL® COMICS GROUP

60¢ | 224 JAN 02457

WIN A Columbia® TEN-SPEED FORMULA 10™ RACER!

DETAILS INSIDE

APPROVED BY THE COMICS CODE AUTHORITY

©1981 MARVEL COMICS GROUP

the AMAZING SPIDER-MAN®

TM

THE VULTURE'S BACK-- DEADLIER THAN EVER!

"LET FLY THESE AGED WINGS!"

STAN LEE PRESENTS THE ADVENTURES OF THE WORLD'S MOST AMAZING HERO--SPIDER-MAN!

"LET FLY THESE AGED WINGS!"

MID-MORNING IN THE CHELSEA APARTMENT OF ONE PETER PARKER...

AUNT MAY! HOW ARE YOU? NO, YOU'RE NOT INTERRUPTING ANYTHING...I WAS JUST GETTING A LITTLE EXERCISE!

SO WHAT'S **YOUR** TROUBLE? HAVEN'T YOU EVER SEEN A FELLA GET A CALL FROM HIS AUNT BEFORE?

A TALE TASTEFULLY TOLD BY OUR AMAZING SPIDER-TEAM...

ROGER STERN • JOHN ROMITA JR. & PABLO MARCOS • JOE ROSEN
WRITER — ARTISTS — LETTERER

GLYNIS WEIN • TOM DEFALCO • JIM SHOOTER
COLORIST — EDITOR — SEEKER OF TRUE HAPPINESS

OH, THAT'S NICE, PETER! EXERCISE IS VERY IMPORTANT... AS LONG AS YOU DON'T OVERDO IT!

NATHAN HAS BEEN TELLING ME THAT I SHOULD TAKE UP JOGGING! HE SAYS IT WOULD BE GOOD FOR MY HEART.

YEAH? HOW *IS* OL' NATE?

OH, JUST AS RAMBUNCTIOUS AS EVER! HE'S OVER AT BELLEVUE HOSPITAL RIGHT NOW...IT'S HIS PHYSICAL THERAPY DAY!

ANYWAY, I JUST WANTED TO KNOW IF YOU STILL PLANNED ON JOINING US FOR SATURDAY DINNER!

I WOULDN'T MISS IT FOR THE WORLD!

WONDERFUL! I'LL SEE YOU THEN! BYE!

I CAN'T QUITE PICTURE AUNT MAY JOGGING, BUT JUST THE IDEA THAT SHE'D CONSIDER SUCH A THING IS ENCOURAGING!

HER RECOVERY FROM THAT CORONARY BY-PASS OPERATION* HAS BEEN PHENOMENAL!

EVEN HER STAY AT THE RESTWELL NURSING HOME HAS BEEN ALL FOR THE BEST, IT SEEMS!

THUP

* BACK IN ISSUE #179!

IF SHE HADN'T MOVED TO RESTWELL, SHE'D NEVER HAVE MET NATHAN LUBENSKY. GETTING ENGAGED TO HIM HAS DONE WONDERS FOR HER!

SHE HASN'T MENTIONED EXERCISE IN YEARS!

AND EVERYONE NEEDS EXERCISE...EVEN YOURS TRULY! IT'S JUST WHAT A BODY NEEDS TO KEEP IN SHAPE AND CHASE AWAY THE DOLDRUMS!

AFTER ALL, THERE'S NOTHING WORSE THAN A BORED, FLABBY SPIDER-MAN!

YEP, TODAY WAS DEFINITELY MADE FOR FLEXIN' THE OL' MUSCLES!

THE SKIES ARE BRIGHT AND SUNNY--AND I DON'T HAVE A CLASS AT E.S.U.* UNTIL LATE THIS AFTERNOON!

THAP

* EMPIRE STATE UNIVERSITY!

AND SO, AS I'VE RARELY BEEN ONE TO PASS UP A LITTLE FUN IN THE SUN...

AWAY WE GO!

HAH! WHO NEEDS A HEALTH SPA? WHEN YOU HAVE THE PROPORTIONATE STRENGTH, SPEED, AND AGILITY OF A SPIDER...

...THE WHOLE WORLD CAN BE YOUR GYMNASIUM!

BUT, FIVE SECONDS AND TWO MILES LATER...

UH-OH, MY SPIDER-SENSE IS STARTING TO TINGLE! THERE'S DANGER THREATENING, AND FROM THE INTENSITY OF THE BUZZ, I'D GUESS IT'S ONLY--

"--BLOCKS AWAY!"

C'MON, WILL YA? I KILT THE ALARM SYSTEM, BUT SOMEBODY'S BOUND TO CALL THE COPS!

METRO BANK

DON'T SWEAT IT, HAROLD--

--ARNIE SPENT FIVE YEARS ON THE STOCK CAR CIRCUIT! HE'LL HAVE US IN JERSEY BEFORE ANYONE EVEN THINKS OF A PHONE!

RIGHT, ARNIE?

YOU KNOW IT, MAN!

WHAT THE--?!? I'VE GOT THIS BABY FLOORED, BUT WE'RE GOIN' NOWHERE!

DOOING

VRRRM

HUH?! THE WHOLE REAR END IS GUMMED UP WITH SOME SORT OF...

...WEBBING?

GOOD MORNING, SIR! FILL 'ER UP? SHOULD I CHECK UNDER THE HOOD?

AH... BU... BU...

OH, I SEE! YOU *ARE* A HOOD!

YEEOOW! IT'S SPIDER-MAN! RUN FOR IT!

WAS IT SOME-THING I SAID?

PLEASE DON'T EXERT YOUR-SELF ON MY ACCOUNT!

BONK

OOPS! SORRY!

BOY, THAT'S GONNA SMART... WHEN YOU COME TO!

HEY, WHAT ABOUT THE REST OF YOU GUYS?

ANYONE FOR A FAST GAME OF LEAP-FROG? NO?!

GEEZ! WHAT A BUNCH OF STICK-IN-THE-MUDS!

HE CAN'T POSSIBLY CATCH US ALL! ANOTHER FEW YARDS AND--!

WHAT'S YOUR HURRY, CHUM?

THWAP

OH, NO!

I'D ALMOST THINK YOU GUYS DIDN'T LIKE ME! GOSH, I'D HATE TO THINK I TOOK ALL THOSE CHARM SCHOOL LESSONS FOR NOTHING!

GAAAH!

SAY, I JUST THOUGHT OF A NIFTY GAME WE COULD PLAY!

IT'S CALLED "BOMBS AWAY!" SEE, I HOLD YOU LIKE THIS UNTIL MY WEBBING DISSOLVES, AND THEN--

BOMBS AWAY!

YAAAA

NEAT, HUH? UH...HELLO?

HMM... I DO BELIEVE HE'S PASSED OUT!

THEY JUST DON'T MAKE BANK ROBBERS LIKE THEY USED TO!

AND SO, MINUTES LATER...

AH, YAS-- HERE COMES NEW YORK'S FINEST! JUST IN TIME TO TAKE CHARGE!

UHN...WHA' HAPPENED?

DON'T WORRY ABOUT IT, LI'L BUDDY--

--THE NICE OFFICERS WILL EXPLAIN EVERY-THING!

NOW, IF YOU'LL EXCUSE ME--!

AH, THERE'S MY MINI-CAMERA--

KLIK BRRR KLIK BRRR

--RIGHT WHERE I LEFT IT... MERRILY SNAPPING AWAY ON ITS AUTOMATIC SETTING!

THE SHOTS IT TOOK OF THIS LITTLE FRACAS WILL LOOK REAL NICE IN THE *DAILY BUGLE'S* PHOTO SECTION!

AND, IF I'M LUCKY, MAYBE MY FAVORITE NEWSPAPER PUBLISHER, J. JONAH JAMESON, WILL EVEN PAY ME HALF OF WHAT THEY'RE WORTH...

...THE TIGHTWAD!

MEANWHILE, AT MANHATTAN'S BELLEVUE HOSPITAL...

I'M TELLIN' YOU, MAN-- YOU MUST'A BEEN BORN UNDER A LUCKY STAR! I MEAN--

--YOU HAD MORE BROKEN BONES THAN HEINZ HAS PICKLES! I'D HAVE THOUGHT THAT AN OLD DUDE LIKE YOU WOULD'VE BEEN IN TRACTION FOR LIFE!

MY...FAMILY... HAS ALWAYS BEEN VERY RESILIENT.

YEAH? WELL, DON'T GO THINKIN' YOU'RE **TOO** RESILIENT! 'CAUSE AS SOON AS THE DOCS GIVE YOU A CLEAN BILL'A HEALTH--

--SOME GENTLEMEN WILL BE BY TO CONDUCT YOU TO ONE OF THE FEDERAL GOVERNMENT'S FINER PRISONS! I DON'T KNOW HOW MANY YEARS THEY GOT YOU FOR--

--BUT, AT YOUR AGE, A YEAR COULD BE A LIFE SENTENCE!

HEY, BRO! HERE'S OL' MAN TOOMES... ALL SET FOR HIS FIRST HOUR OF PHYSICAL THERAPY!

YOU JUST WATCH OUT FOR HIM, THOUGH! HE'S A PURELY DANGEROUS CRIMINAL! WHY, HE'S LIABLE TO BEAT YA TO DEATH WITH HIS CANE!

HAH-HA-HA!

YEAH,..SURE! RIGHT THIS WAY, MR. TOOMES--

--AND WE'LL SEE TO SETTING UP A THERAPY PROGRAM FOR YOU.

PLEASE EXCUSE THE MESS. THE HOSPITAL IS INSTALLING A NEW DEVICE FOR ELECTRONICALLY STIMULATING THE HEALING OF BROKEN BONES--

--AND THE TECHNICIANS HAVEN'T FINISHED CONNECTING ALL THE MAGNO-ELECTRONICS YET!

WE'RE A LITTLE SHORT-HANDED TODAY, WHY DON'T YOU TAKE A SEAT, WHILE I LOOK UP YOUR RECORDS?

HEY, THERE!
YOU THE NEW KID ON THE BLOCK?
EH?
COME ON OVER, AND WE'LL CHEW THE FAT WHILE I'M IN THE RINSE CYCLE!
PUT 'ER THERE! I'M NATHAN LUBENSKY-- FORMERLY OF "LUBENSKY AND MYERS, SONGS AND SNAPPY PATTER!" YOU CAN CALL ME NATE!
I'M ADRIAN TOOMES.
OOPS...MY BEEPER! I'LL BE RIGHT BACK!
NEEP
NEEP
NEEP
HAVE A SEAT, ADRIAN!
THEY TREATIN' YOU ALL RIGHT?
AS WELL AS COULD BE EXPECTED. I JUST GOT OUT OF TRACTION.
AH, I THOUGHT YOU WALKED A LITTLE STIFFLY. SAY...IS SOMETHING THE MATTER?
NOTHING THAT DEATH WON'T EVENTUALLY CURE, NATE.
I'M AN OLD MAN...AN OLD, *USELESS* MAN... WITH NO FAMILY ...NO FRIENDS.
DON'T HAND ME THAT HORSE HOCKEY! YOU'RE ALIVE, AREN'T YA? IF A MAN'S ALIVE, HE'S NEVER USELESS! AND YOU HAVE AT LEAST ONE FRIEND...*ME!*
WHEW! I BELIEVE I'VE BEEN IN THIS POOR MAN'S HOT-TUB LONG ENOUGH!
CAN I GIVE YOU A HAND?
THANKS, BUT I CAN DO THIS MYSELF! DOESN'T MATTER HOW OLD A BODY IS...YOU GOTTA STAND ON YOUR OWN TWO FEET!

OR, IN MY CASE... SIT ON YOUR OWN BEHIND! HEH-HEH-HEH!

YOU...YOU'RE CONFINED TO A WHEELCHAIR?

YEP! GOT ME A COUPLE'A BROKEN LEGS A WHILE BACK--AND THEY DIDN'T MEND TOO WELL, BUT... I GET AROUND ALL RIGHT!

AND WITH ENOUGH THERAPY, I'LL WALK AGAIN SOME DAY--OR KNOW THE REASON WHY!

MEANWHILE, I HANG OUT AT THE RESTWELL NURSING HOME! THE FOOD'S PRETTY GOOD...

...AND I EVEN FOUND ME A SWEETIE! AND POKER PARTNERS!

YOU PLAY POKER, ADE?

WELL...

MR. LUBENSKY! YOU SHOULD HAVE WAITED FOR ME! YOU COULD HAVE FALLEN!

NOT ON YOUR LIFE! MY BALANCE IS BETTER THAN YOURS, JOHANSSON!

UH...THAT'S *JOHNSON*, SIR!

IT'S GONNA BE "*MUD*," IF YOU DON'T STOP TREATIN' ME LIKE A BLASTED CRIPPLE!

WELL? WHAT'RE YOU WAITING FOR? TAKE ME TO WHERE YOU PUT MY PANTS-- THERE'S A LADY EXPECTING ME!

WHATEVER YOU SAY, SIR!

AND DON'T PATRONIZE ME! I MAY BE GRAY, BUT I'M MORE ALIVE THAN YOU'LL EVER BE!

YOU'RE ONLY AS OLD AS YOU FEEL, YA KNOW!

HE'S RIGHT! HE'S *SO* RIGHT! I'VE LET THOSE GUARDS AND ORDERLIES CONVINCE ME THAT I'M OLD AND WASHED UP...BUT I'M NOT!

NATE HAS THE RIGHT IDEA! AGE IS ONLY A STATE OF MIND!

RIGHT NOW, I WANT A LOOK AT THE INNARDS OF THIS CONTRAPTION!

LATER...

SORRY I WAS GONE SO LONG, FOLKS, WE'VE LOST MR. TOOMES'S RECORDS, AND I WAS TRYING TO TRACK THEM DOWN!

HOLEE--!

MR. TOOMES?

TOOMES?! THERE'S NO ONE BY THAT NAME HERE! THERE'S ONLY--

--THE VULTURE!

EXIT

I THANK YOU FOR TAKING YOUR TIME, YOUNGSTER! YOU WERE GONE JUST LONG ENOUGH FOR ME TO JURY-RIG A FLYING DEVICE FROM THAT MACHINE!

NOW, GET OUT OF MY WAY!

KRAK

MUST SHIELD MYSELF WITH THESE MAKESHIFT WINGS! I DON'T WANT TO BREAK ANY MORE BONES!

KRASH

I WANT TO BE FREE! I WANT TO LIVE!

YES! THIS IS THE WAY IT WAS MEANT TO BE! ONCE I'M SAFELY AWAY, I'LL MAKE MYSELF A REAL PAIR OF WINGS--

--AND THEN, I'LL SET THIS TOWN ON ITS EAR! I'LL SHOW THEM THAT THERE'S LIFE IN THE VULTURE YET!

AND NO ONE'S GOING TO STOP ME...NOT EVEN THAT INFERNAL SPIDER-MAN!

BUT, WHILE THE SEPTUAGENARIAN MASTER CRIMINAL SOARS ACROSS THE NEW YORK SKIES, HIS GREATEST NEMESIS HAS SWITCHED TO STREET CLOTHES AND MADE HIS WAY HERE...

...TO THE 17TH FLOOR OF THE DAILY BUGLE BUILDING--

BUGLE

--TO MAKE USE OF A WELL-STOCKED DARKROOM!

NOT BAD! THAT NEW LENS I BOUGHT HAS REALLY COME THROUGH FOR ME!

THESE ARE SOME OF THE BEST CRIME PHOTOS I'VE EVER TAKEN... SHARP AND CLEAR AS A BELL!

I CAN FEEL THE MONEY IN MY POCKET NOW!

BUT, IN THE NEXT INSTANT...

WHA--?! MY PICTURES ...THEY'RE RUINED!

BLAST IT, WHAT IGNORAMUS OPENED THE DOOR?!

WOULD YOU CARE TO REPHRASE THAT QUESTION, PARKER? I'M NOT KEEN ON HAVING FREELANCE EMPLOYEES CALL ME BY NAMES LESS RESPECTFUL THAN "SIR"!

RIGHT, BANNON?

YES, SIR, MR. JAMESON!

JONAH? I...UH... THAT IS...

DARN IT! ISN'T IT STILL CUSTOMARY--AT THIS NEWSPAPER--TO KEEP THE DARKROOM DOOR SHUT WHEN THE WARNING LIGHT TELLS YOU THAT SOMEONE'S DEVELOPING PICTURES... SIR?

WARNING LIGHT? WHAT WARNING LIGHT, PARKER?

THE BOSS-MAN IS RIGHT, PETEY... IT'S NOT LIT. ARE YOU SURE YOU FLIPPED THE DOOR SWITCH?

WAIT... I BET I KNOW WHAT THE PROBLEM IS!

PLINK-

AH-HA! THERE'S A SHORT IN THE LIGHT! GEE, BAD BREAK, PETEY!

A SIMILAR THING HAPPENED TO ME ONCE. THAT'S WHY I ALWAYS CHECK THINGS OUT FIRST!

I HOPE YOU'LL PARDON ME... I HAVE FILM TO DEVELOP MYSELF!

WOULDN'T YOU KNOW IT! FOR HIM, THE LIGHT STAYS ON!

SLAM

YOU COULD STAND TO TAKE A FEW TIPS FROM LANCE BANNON, PARKER! HE'S A REAL PHOTOGRAPHER... AS IN FULL-TIME!

HE'S A LUCKY ONE, TOO! HE WAS IN THE METROBANK BRANCH ON THIRD AVENUE AN HOUR AGO, WHEN IT WAS HELD UP! HE TELLS ME HE GOT SOME GREAT PICS!

WHAT?! THAT'S THE ROBBERY I'D SNAPPED PICTURES OF! SPIDER-MAN SHOWED UP AND STOPPED THE HOLDUP MEN!

THAT'S SOMETHING ELSE YOU COULD LEARN, PARKER! HOW MANY TIMES DO I HAVE TO SPELL IT OUT? I'M SICK OF GIVING FREE PUBLICITY TO THAT WALL-CRAWLING GLORY-HOUND!

YOU WON'T CATCH BANNON TRYING TO SELL ME PICTURES I DON'T WANT!

JONAH! THERE'S TROUBLE BREWING! I THINK WE SHOULD READY THE PRESSES FOR AN EXTRA EDITION!

WOW! I WONDER WHAT HAS JOE ROBERTSON SO EXCITED?

YOU'RE THE CITY EDITOR, ROBBIE! IF YOU THINK IT'S A BIG ENOUGH STORY--!

I'LL SAY IT IS! THE VULTURE JUST BROKE OUT OF BELLEVUE!

THE VULTURE?!? FIRST, MY PICS ARE RUINED-- THEN, I GET UPSTAGED BY LANCE BANNON--

--AND NOW, ONE OF MY OLDEST, DEADLIEST ENEMIES BUSTS LOOSE! THIS JUST ISN'T MY DAY!

AND I'VE GOT THE SINKING FEELING THAT THINGS'LL GET WORSE BEFORE THEY GET BETTER!

INDEED, THE VERY NEXT DAY, IN THE HEART OF MANHATTAN'S 47TH STREET DIAMOND DISTRICT...

MOSHEH, PLEASE! BE CAREFUL!

STEIN BROS.

BE CAREFUL, HE SAYS... MINE OWN BROTHER! ISSAC, HAVEN'T THE TWO OF US BEEN IN THE TRADE ALL OUR LIVES?

YES, BUT--!

IN ALL THAT TIME, HAVE YOU EVER KNOWN ME *NOT* TO BE CAREFUL?

NO, BUT--!

THEN WOULD YOU PLEASE TO BE SHUTTING UP! LET ME PUT OUR NEW PURCHASES AWAY IN PEACE!

FORGIVE ME, MOSHEH! YOU KNOW HOW NERVOUS I GET!

THAT'S NO REASON TO BE...A... NOODGE.

OY GEVALT! ISSAC... *LOOK!*

GOOD AFTERNOON, GENTLEMEN! PLEASE WITHDRAW THAT TRAY FROM THE SAFE--VERY SLOWLY-- AND YOU'LL LIVE TO MAKE MANY MORE SUCH PURCHASES!

NOW THEN, BRING IT OVER HERE!

TERRIFIED, THE STEIN BROTHERS COMPLY WITH THE VULTURE'S DEMAND, AND THEN--

--BEFORE EITHER OF THEM CAN SO MUCH AS BLINK, THE WINGED MAN IS GONE!

IN THE DAYS THAT FOLLOW, THE VULTURE GOES ON A DARING ONE-MAN CRIME SPREE! NOTHING CAN WITHSTAND HIS BRAZEN ATTACKS...

...NOT BANKS...

...NOT ARMORED CARS...

...NOT EVEN THE MANHATTAN GOLD EXCHANGE!

AND WHERE IS SPIDER-MAN DURING THIS REIGN OF TERROR?

BROTHER, I AM AT A LOSS!

I WAS SURE THE VULTURE WOULD COME AFTER *ME!* OUR LAST LITTLE RUN-IN*PUT HIM IN THE HOSPITAL...AND HE'S ALWAYS BEEN BIG ON REVENGE!

BUT HE ONLY SEEMS INTERESTED IN THEFT! HE'S BEEN STRIKING WHILE I'VE BEEN STUCK AT THE UNIVERSITY! THIS IS THE FIRST CHANCE I'VE HAD TO LOOK FOR HIM...AND IT'S RAINING!

*SEE SPECTACULAR SPIDER-MAN*45!

HEY, THIS HAS ALL THE EAR-MARKS OF A VULTURE JOB! I MUST HAVE JUST MISSED HIM!

MAYBE I CAN PICK UP HIS TRAIL!

BUT THE VULTURE IS ALREADY MILES AWAY, ESCAPING WITH STILL MORE STOLEN BOOTY!

HELP, POLICE! HE CLEANED OUT MY STORE... STOLE MY MOST PRECIOUS GEMS!

BAH! THAT SHOP WAS HARDLY WORTH ROBBING! I DOUBT THAT I GROSSED MORE THAN 50 GRAND!

PICKINGS ARE STARTING TO GET SLIM. MAYBE I SHOULD MOVE TO ANOTHER TOWN.

HMMPH! RAIN IS GETTING HEAVY. I MIGHT AS WELL CALL IT A DAY.

I MAY BE STRONGER THAN MEN HALF MY AGE, BUT THERE'S NO SENSE IN RISKING A CASE OF PNEUMONIA!

GENTLY KICKING THE WINDOWS OPEN, THE WINGED FELON LIGHTLY TOUCHES DOWN IN A MODESTLY FURNISHED ROOM!

THIS IS THE BEST HIDEOUT I'VE EVER HAD! NO ONE WILL THINK TO LOOK FOR ME HERE!

I'LL SOON HAVE ANOTHER TRUNK-LOAD OF LOOT TO MOVE DOWN TO THE STORAGE ROOM...

I HAVEN'T BEEN SO SUCCESSFUL SINCE I FIRST BEGAN MY CRIME CAREER!

I WAS WRONG TO EVER ALLY MYSELF WITH OTHER CRIMINALS! THE VULTURE WORKS BEST ALONE!

I'VE AMASSED A SMALL FORTUNE IN DAYS! NOT BAD FOR AN OLD BIRD!

NOK NOK

HELLO! ANYONE HOME?

AH, I THOUGHT I HEARD YOU KICKIN' AROUND IN HERE! YOU READY TO GO?

I AM INDEED, MY FRIEND! I'M QUITE EAGER TO LEARN THIS LITTLE GAME OF YOURS!

MEANWHILE, IN THE MIDDLE OF A FRUITLESS SEARCH, A VERY SOGGY SPIDER-MAN IS COMING TO A CONCLUSION...

THIS IS FOR THE BIRDS!

I'VE BEEN BOPPING BACK AND FORTH ACROSS MID-TOWN FOR HOURS, AND I HAVEN'T SEEN SO MUCH AS A PIGEON...TO SAY NOTHING OF THE VULTURE!

I MIGHT AS WELL GIVE UP THE SEARCH FOR NOW, AND HEAD HOME. I HAVE JUST ENOUGH TIME FOR A NICE HOT SHOWER, BEFORE I PICK UP AUNT MAY AND NATHAN FOR DINNER!

ALL I'VE GOTTEN FOR MY TROUBLES IS SOAKED TO THE SKIN... AND THE MAKINGS OF A BRUTAL HEAD COLD!

THIS WEATHER IS MURDER ON MY SINUSES!

AND SO, ONE HOUR AND A VERY LONG BUS RIDE LATER...

IT'S A FUNNY THING ...RESTWELL NURSING HOME IS ONE OF THE BEST PUBLIC FACILITIES AROUND, BUT I STILL WISH AUNT MAY DIDN'T HAVE TO LIVE HERE.

IT'S SO STERILE!

BUT IT DOES NO GOOD TO WORRY, I CAN'T AFFORD ANY BETTER FOR HER...AND SHE DOES SEEM HAPPY HERE.

EXCUSE ME, MISS...ARE YOU ONE OF THE FINALISTS IN THE MISS UNIVERSE PAGEANT... OR LAST YEAR'S WINNER?

EH?

OH, PETER! I'M SO GLAD TO SEE YOU! THE WEATHER WAS SO BAD, I THOUGHT YOU MIGHT NOT MAKE IT!

HEY, A LITTLE RAIN ISN'T GOING TO KEEP ME FROM HAVING A NIGHT ON THE TOWN WITH MY FAVORITE AUNT AND HER BOYFRIEND!

SPEAKING OF NATHAN, WHERE IS HE?

HE'S STILL IN THE REC ROOM, PLAYING POKER WITH HIS CRONIES! SOMETIMES, I THINK THAT MAN WAS BORN ON A POKER TABLE!

WHY DON'T YOU GO GET HIM, WHILE I COLLECT MY THINGS?

THE "REC ROOM", EH?

SURE THING, AUNT MAY!

THAT'S ANOTHER THING I DON'T LIKE ABOUT THIS PLACE...IT REMINDS ME TOO MUCH OF A HIGH SCHOOL!

AND NO ONE SHOULD HAVE TO LIVE IN SOMETHING LIKE *THAT!*

HELLO, NATE!

HIYA, PETE! COME OVER HERE, I WANT YOU TO MEET A NEW BUDDY OF MINE!

TANK YOU, BOYS! AND NOW, HERE'S BOBBY AND CISSY WITH A SALUTE TO IOWA!

ADE, THIS YOUNG BUCK IS MAY'S NEPHEW PETER! HE'S A REAL GO-GETTER--NOT ONLY GOES TO SCHOOL AT E.S.U.--

--BUT TAKES PICTURES FOR THE *DAILY BUGLE* IN HIS SPARE TIME!

WHAT THE--?! MY SPIDER-SENSE IS TINGLING...AND THE BUZZ IS GETTING STRONGER!

BUT WHAT DANGER COULD THERE BE HERE?

UH... I FOLD.

PETE, THIS FELLOW WITH THE BAD POKER HAND IS ADRIAN TOOMES!

PLEASED TO MEET...

...YOU.

A PHOTOGRAPHER! AND FROM THE LOOK ON HIS FACE, HE MUST HAVE RECOGNIZED ME!

I DON'T BELIEVE IT! I SPEND ALL DAY LOOKING FOR THE VULTURE, AND HE'S *HERE*?! IN MY AUNT'S NURSING HOME?!

EH...PUT 'ER THERE, YOUNG FELLA!

SO, YOU'RE A PHOTO-BUG ARE YOU? I DABBLE IN PHOTOGRAPHY MYSELF!

EVEN OUT OF COSTUME, HE'S AS STRONG AS EVER! THAT GRIP WOULD BE PAINFUL TO A NORMAL MAN!

WOULD YOU LIKE TO TAKE A LOOK AT MY SNAPSHOTS, SON?

OR WOULD YOU RATHER I REARRANGED YOUR INNARDS WITH THIS PISTOL?

NOW WHAT DO I DO?

I COULD DISARM THE VULTURE EASILY ENOUGH, BUT NATHAN AND THE OTHERS MIGHT BE HURT IN THE PROCESS.

GO ON WITH ADE, IF YOU WANT, PETE! I'M ON A ROLL RIGHT NOW... HAVEN'T BEEN DEALT HANDS LIKE THESE IN YEARS!

AH... ALL RIGHT, NATE!

WE WON'T BE GONE TOO LONG!

SECONDS LATER...

YOU CAN'T HIDE HERE FOREVER, VULTURE! SOONER OR LATER, SOMEONE ELSE WILL RECOGNIZE YOU LIKE I DID!

THAT'S IT-- THE DOOR JUST AHEAD!

THAT MAY WELL BE, YOUNGSTER! BUT FOR THE TIME BEING, THIS PLACE IS SERVING ME JUST FINE!

AND YOU'RE NOT GOING TO MESS THINGS UP!

WUNK

BLASTED YOUNG PUNKS! YOU'RE ALL ALIKE-- YOU ALL THINK I'M TOO OLD!

WELL, I'M MORE THAN ABLE TO HANDLE THE LIKES OF YOU!

THAT'S ALWAYS BEEN MY ACE-IN-THE-HOLE! NO ONE EXPECTS AN OLD MAN TO BE AS STRONG AS I!

I'M NO ORDINARY MAN! THEY ALMOST MADE ME FORGET THAT IN THE HOSPITAL! BUT NATHAN SNAPPED ME BACK TO NORMAL!

AND HERE AT RESTWELL, I HAVE THE PERFECT COVER!

NO ONE THINKS TO LOOK FOR THE VULTURE IN A NURSING HOME!

WHY, I WAS EVEN ABLE TO USE MY REAL NAME! NO ONE BOTHERED TO CHECK IT!

NOW, MY YOUNG FRIEND... WE'LL SEE HOW WELL YOU FALL FROM TEN THOUSAND FEET.

NOK NOK

EH? WHO COULD THAT BE?

MR. TOOMES, NATHAN SAID THAT PETER CAME HERE WITH YOU.

WELL, HE DID, MRS. PARKER-- BUT HE DIDN'T STAY LONG!

HE SAID THAT HE HAD SOMETHING IMPORTANT TO DO, AND HIGHTAILED IT OUT OF HERE.

I HOPE YOU'LL EXCUSE ME NOW, I WAS ABOUT TO TAKE A NAP!

OH, YES, OF COURSE.

WHAT COULD HAVE BEEN SO IMPORTANT THAT PETER WOULD LEAVE WITHOUT TELLING ME? HE HASN'T BEEN THAT THOUGHTLESS SINCE NATHAN WAS IN DANGER A MONTH AGO!*

I THOUGHT THAT HE'D BECOME MORE RESPONSIBLE. HOW COULD I HAVE BEEN SO WRONG?

*SPECTACULAR SPIDER-MAN #56.

ALL RIGHT, PARKER, NOW--! EH?

LIKE YOU SAID, CHROME-DOME--

--THE MAN HAD SOMETHING IMPORTANT TO DO! BUT, IF YOU'RE WILLING, I'LL STAND IN FOR HIM!

SPIDER-MAN!! HOW--?

YOU WANNA KNOW HOW I TRACKED YOU DOWN? SHUCKS, VULTCHY, DON'T YOU LIKE A LITTLE MYSTERY IN YOUR LIFE?

YIPPEE! IT'S ALWAYS A BLAST, SPARRING WITH YOU, KIDDO! YOU GIVE THE BEST RIDES THIS SIDE OF UNCLE AL'S PONY FARM!

BUT AREN'T YOU GETTING A LITTLE OLD FOR THIS?

OLD?!? NEVER!

WHOOPS, I HIT A NERVE THAT TIME! THE VULTURE'S GOTTEN REAL ANTSY ABOUT HIS AGE... IT'S LIKE HE'S OUT TO PROVE HIMSELF!

I'D SWEAR THESE FUNKY WINGS OF HIS MAKE HIM FASTER THAN EVER! AT THE SPEED HE'S GOING... OH, NO. HE WOULDN'T!

KRASH

HE WOULD!

OW! PUDDIN' HEAD PARKER BLOWS IT AGAIN! WHEN WILL I LEARN TO PAY ATTENTION TO MY SPIDER-SENSE?

AFTER ALL, IT DID WARN ME IN TIME TO ROLL WITH THAT BLOW TO THE HEAD WHICH VULTCH LAID ON PARKER!

I JUST COULDN'T BELIEVE OL' WINGS WOULD DELIBERATELY CRASH INTO ANYTHING... AFTER BEING IN THE HOSPITAL SO LONG!

IT'S SPIDER-MAN! I-IS HE--?

I'M OKAY, FOLKS-- THOUGH, ADMITTEDLY, I'VE BEEN BETTER! BUT I'D ADVISE YOU TO HEAD FOR COVER!

I'M AFRAID THAT THE GENT IN THE GREEN WING-TIPS PLAYS A BIT TOO ROUGH FOR YOU!

THWIP

I'LL LURE SPIDER-MAN INTO THE AUDITORIUM! THERE, I'LL HAVE ROOM TO--!

EH?

AH-AH-*AH!* YOU'RE NOT GETTING AWAY THAT EASILY, EAGLE-BEAK!

I CAN'T LET HIM HARM ANY OF THESE ELDERLY PEOPLE. I'D BETTER SLAP A MUZZLE ON HIM... FAST!

YES, IT'S THE OL' SPIDER-WEB ROADBLOCK! YOU REALLY SET YOURSELF UP FOR THIS ONE, VULTCH!

BUT, SO EAGER IS SPIDER-MAN TO CAPTURE HIS PREY THAT HE FAILS TO CONSIDER THE STRENGTH OF THE WINDOW BEHIND THEM!

AND, IN THE RESULTING IMPACT, SPIDER-MAN AND THE VULTURE TUMBLE INTO THE VERY HEART OF THE NURSING HOME RECREATION ROOM!

KAR-RISH

WHAT THE HOLY NED?!

BRO-THER! I CAN'T DO ANYTHING RIGHT TODAY!

YOU READY TO CALL IT QUITS, VULTURE?

WHY DO I WASTE MY TIME ASKING?

NEVER! I'LL NEVER SURRENDER TO YOU!

I'LL TAKE BACK WHAT I SAID ABOUT YOU BEING TOO OLD--

KRANG

--BUT I'M NOT GOING TO PUT UP WITH THIS! UNDERSTAND?

NO, *YOU* TRY TO UNDERSTAND, SPIDER-MAN! EITHER YOU BACK OFF, OR THIS MAN WILL DIE IN A VERY UNPLEASANT WAY!

ULP! HEY!

GOOD GRIEF, HE'S GOT NATHAN BY THE THROAT! I CAN'T LET HIM HARM NATE, BUT I CAN'T LET HIM GET AWAY, EITHER!

YOU HESITATE, SPIDER-MAN! DON'T TELL ME THAT YOUR LEGENDARY WIT HAS RUN DRY!

OR IS IT THAT YOU JUST DON'T WANT AN OLD MAN'S BLOOD ON YOUR HANDS?

DING BUST IT, ADE-- *LET GO OF ME!* YOU WANT A FIGHT? I'LL GIVE YA ONE, YOU CRAZY WOOD'S COLT!

EH? N-NATHAN?

I DIDN'T KNOW THAT I'D GRABBED *YOU!* I JUST REACHED FOR THE CLOSEST WARM BODY.

YOU... GAVE ME MY LIFE BACK. HOW CAN I HURT YOU?

WHAT'S ALL THIS COMMOTION ABOUT? OH, MERCIFUL HEAVENS!

NATHAN!!

AS MAY PARKER'S SCREAM ECHOES THROUGH THE CHAMBER, EVERYTHING COMES TO A HALT! FOR A SECOND, NO ONE DARES EVEN BREATHE! AND THEN...

HERE!

WHOA!

RELAX, SIR! I HAVE YOU!

THE VULTURE COULD HAVE KILLED NATHAN... *WOULD* HAVE, IF HE HADN'T REALIZED WHO HE HAD! THERE MUST BE SOME HUMANITY LEFT IN THE OLD BIRD, AFTER ALL!

BUT, WHILE THE MASKED ADVENTURER HAS HIS HANDS FULL...

KRESH

THERE WILL BE OTHER BATTLES, SPIDER-MAN! THIS ISN'T OVER YET!

THEN...

YOU-- YOU SAVED US FROM THAT MADMAN!

FOLKS, PLEASE! LET ME THROUGH!

LEMME SHAKE YOUR HAND, MISTER! I ALWAYS KNEW THOSE EDITORIALS ABOUT YOU IN THE BUGLE WERE A LOT OF HOOEY!

AND SO, BY THE TIME SPIDER-MAN HAS MANAGED TO GENTLY GET AWAY FROM THE CROWD OF ELDERLY WELL-WISHERS...

GONE! MY LUCK IS STILL HOLDING...

...AND IT'S ALL BAD.

I'D BETTER CHANGE BACK TO MY CIVVIES, BEFORE AUNT MAY STARTS TO WORRY ABOUT HER NEPHEW.

BUT, AT THAT MOMENT, THERE'S JUST ONE MAN ON MAY PARKER'S MIND...

ARE YOU SURE YOU'RE ALL RIGHT?

SHOOT, THIS WAS NOTHIN', MAY! I EVER TELL YOU ABOUT THE TIME THE COPS IN ST. JOE RAIDED MY POKER GAME?

IT LOOKS LIKE I MISSED ALL THE EXCITE-MENT!

WHY, PETER! YOU CAME BACK!

I WASN'T REALLY GONE. THE VULTURE TIED ME UP, BUT SPIDER-MAN FREED ME!

OH, YOU POOR BOY!

AW, I'M OKAY! HAS ANYONE CALLED THE POLICE?

OH! I GUESS I'D BETTER DO THAT!

HEY, YOU TWO, ENOUGH WITH THE MUSH! ARE WE GONNA GRAB SOME DINNER, OR AREN'T WE? I'M STARVED!

NATHAN LUBENSKY! SOMETIMES, I THINK YOU LIVE FOR YOUR STOMACH!

AUNT MAY, NATE PROBABLY HAS THE RIGHT IDEA! WE ALL OUGHT TO ENJOY LIFE MORE!

WE NEVER KNOW WHEN SOMEONE LIKE THE VULTURE COULD COME ALONG AND PUT AN END TO IT!

NEXT: FOOLS... LIKE US!

MARVEL® COMICS GROUP

60¢ | 225 FEB 02457

WIN A Columbia TEN-SPEED FORMULA 10™ RACER!

DETAILS INSIDE

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

©1981 MARVEL COMICS GROUP

TM

STAN LEE PRESENTS A TRIP DOWN THE DARK ALLEY OF THE MIND WITH SPIDER-MAN!

FOOLS...LIKE US!

NEW YORK'S BOWERY IS NOT A NICE PLACE TO BE AT ANY TIME. IN THE WEE HOURS BEFORE DAWN, IT'S PARTICULARLY BAD!

TRUST ME, LOU -- ONCE WE PUT THE KIBOSH ON THIS GUY, OUR REPS WILL BE MADE!

SHIK-KLIK

IN THE DAILY BUGLE A JAMESON EDITORIAL MENACE!

I STILL THINK I SHOULD HAVE MY HEAD EXAMINED FOR LETTING YOU TALK ME INTO THIS!

WILL YOU PUT THAT GUN AWAY?!? THIS ISN'T "THE GANGSTER CHRONICLES!" YOU'RE GOING TO GET US KILLED!

ROGER STERN WRITER
JOHN ROMITA JR. & BOB WIACEK ARTISTS
JOE ROSEN - LETTERER
TOM DEFALCO - EDITOR
GLYNIS WEIN - COLORIST
JIM SHOOTER - CHIEF

YOU WORRY TOO MUCH, LOU! IF YOU WANT TO GET ANYWHERE IN THE *BUREAU*, YOU HAVE TO SHOW INITIATIVE! BESIDES, IT'S NOT LIKE WE'RE TRYING TO CATCH SPIDER-MAN OR SOMETHING!

NO, WE'RE JUST TRYING TO FIND A MASKED, PSYCHOTIC KILLER WHO'S BEEN MISSING LONG ENOUGH FOR HIS CASE TO BE PUT IN THE LOW PRIORITY FILE!

HE KNOWS WE'RE AFTER HIM! YOU HAVE US PLAYING JUNIOR G-MEN--AND HE COULD BE LEADING US INTO A TRAP!

UNDOUBTEDLY... BUT I'LL MATCH MY MARKSMANSHIP AGAINST A PSYCHO'S ANY DAY OF THE WEEK!

WHAT IF HE DOESN'T SHOW UP?

OH, HE'LL SHOW...

...I HAVE HIS WRITTEN ASSURANCE THAT HE'LL MEET US HERE!

HOW DO YOU KNOW THAT NOTE ISN'T A FAKE?

BECAUSE NO ONE WHO'S ALIVE WOULD HAVE ONE OF THESE CARDS TO STAPLE TO THE BACK OF THE LETTER!

THE FOOLKILLER WILL BE HERE... ALL WE HAVE TO DO IS WAIT FOR HIM!

FOOLKILLER

-E PLURIBUS UNUM

YOU HAVE *24 HOURS* TO LIVE, USE THEM TO *REPENT*-- OR BE FOREVER DAMNED TO THE PITS OF HELL, WHERE GOETH ALL FOOLS. TODAY IS THE LAST DAY OF THE REST OF YOUR LIFE, USE IT WISELY--OR *DIE A FOOL!*

THE WAIT ENDS WITH A TERRIBLE SUDDENNESS!

THERE IS NO SOUND... ONLY A BLINDING WHITE LIGHT!

AND WHEN F.B.I. AGENT LOU CALDWELL'S VISION RETURNS, ALL THAT'S LEFT OF HIS PARTNER IS A SMOLDERING PILE OF ASH!

SAM!

I TRIED TO WARN HIM! FROM THE VERY START, I TOLD HIM IT WAS CRAZY TO CHECK OUT A CASE WE WEREN'T ASSIGNED TO!

BUT HE NEVER LISTENED! "WE'LL INVESTIGATE IN OUR SPARE TIME," HE SAID. "SOLVE A COUPLE OF THESE NUT CASES, AND WE'LL BE THE CHIEF'S FAIR-HAIRED BOYS!"

POOR SAM! HIS INITIATIVE COST HIM HIS LIFE --

--AND IF I DON'T GET OUT OF HERE, IT'LL COST ME *MINE!*

WHUNGH!

THAT LAST BLAST KNOCKED ME OFF MY FEET! THERE'S NOWHERE TO RUN NOW! I'LL HAVE TO --!

YAAAH!

FOR SEVERAL AGONIZING MINUTES, THE FEDERAL MAN WEEPS, CRADLING WHAT WAS ONCE HIS LEFT HAND...

...FEELING AS THOUGH HE'S ALL ALONE IN THE WORLD!

UNFORTUNATELY, HE'S NOT!

MRRROW!

I BELIEVE YOU WERE LOOKING FOR ME...

...FOOL!

YOU SHOULDN'T HAVE TRIED TO FIND ME, YOU KNOW! I'D ALL BUT GIVEN UP MY CRUSADE TO RID THE WORLD OF FOOLS...THERE ARE, I FOUND, JUST TOO MANY!

I DECIDED--MONTHS AGO--ONLY TO KILL THE GREATEST FOOLS I ENCOUNTERED! I'M AFRAID YOU QUALIFY!

YOU WON'T GET AWAY WITH THIS! THE BUREAU WILL FIND YOU! WHEN SAM AND I TURN UP MISSING, THEY'LL SEARCH OUR APARTMENTS--

--AND FIND THE NOTES WE... LEFT...BEHIND.

YOU MEAN... THESE?

NOW, I BELIEVE THERE'S JUST ONE MORE FOOL THAT I MUST KILL!

IN THE DAILY BUGLE

ACE!

LATER THAT DAY, JUST BLOCKS AWAY AT THE GREENWICH VILLAGE CAMPUS OF EMPIRE STATE UNIVERSITY--

--TEACHING ASSISTANT PETER PARKER IS GETTING LESS THAN A SATISFACTORY RESPONSE FROM A LECTURE HALL FULL OF FRESHMEN...

C'MON! WHAT KIND OF COM-POUND SHOULD OUR EX-PERIMENT YIELD?

DOESN'T ANYONE KNOW? HELLO? IS MY MIKE WORKING?

IS ANYONE ALIVE OUT THERE?

DINGA DINGA DINGA

I GUESS I WON'T GET AN ANSWER TODAY! GO ON... GET OUT OF HERE!

BUT REMEMBER, THERE'S A TEST COMING UP IN TWO WEEKS! AND THIS TIME IT WON'T BE MULTIPLE CHOICE!

AS ONE, THE CLASS SHUFFLES TO ITS FEET, MOVING INEXORABLY THROUGH THE BIG, DOUBLE DOORS.

ONLY ONE BRAVE SOUL DARES TO BUCK THE FLOW...

...ENGLISH LIT MAJOR GREG SALINGER!

YO! HEY, PARKER!

HI, GREG--I THOUGHT I'D MISSED YOU IN CLASS!

YEAH...AND I'M SORRY. I REALLY AM! BUT I WAS KEPT WARMING A CHAIR IN THE ADMISSIONS OFFICE AGAIN!

DID THEY FIND THE MISSING PAPERWORK ON YOUR SCHOLARSHIP GRANT?

NO! EVIDENTLY, THE SEARCH IS TIED UP IN RED TAPE IN THE REGISTRAR'S OFFICE!

UH-OH! I HEAR A LOT OF STUDENTS HAVE BEEN HAVING TROUBLE THERE--AND THE DEAN OF STUDENT PERSONNEL IS FURIOUS!

I WISH HE'D GOTTEN INVOLVED SOONER! MY TUITION BILL IS COMING DUE!

IF THINGS GET MUCH WORSE, THERE'LL BE SOME STUDENTS TAKING MATTERS INTO THEIR OWN HANDS!

THE HOURS PASS QUICKLY, AND LONG AFTER SUNDOWN...

≠YAWN≠ SUPERVISING EVENING LABS IS FOR THE BIRDS, BUT WITH THE FLACK I'VE BEEN GETTING FROM DR. SLOAN OVER MY CHRONIC TARDINESS, I DON'T DARE COMPLAIN!

I CAN'T VERY WELL TELL HIM THAT SO MUCH OF MY TIME IS SPENT BEING SPIDER-MAN! WHAT AN EXCUSE THAT WOULD BE--

"SORRY, SIR, BETWEEN SEARCHING FOR THE VULTURE, BATTLING GOLDBUG, AND HELPING STOP LIGHTMASTER-- I'VE BEEN VERY BUSY!!!*

*AMAZING SPIDER-MAN #224, SPECTACULAR SPIDER-MAN #62 & MARVEL TEAM-UP #113, RESPECTIVELY.

WHOA-HO! THERE GOES THE OLD SPIDER-SENSE TINGLE AGAIN! NOW WHAT?

EH? I DON'T BELIEVE IT!

SOMEBODY'S TRYING TO STEAL MY THUNDER WITH A LITTLE UN-AUTHORIZED WALL-CRAWLING-- JUST LIKE THAT GUY WHO SCALED THE SEARS TOWER IN CHICAGO!

BUT WITH THE DANGER SIGNAL I'M PICKING UP, THIS FELLA HAS TO BE UP TO NO GOOD!

METHINKS I SHOULD CHECK THIS OUT! AFTER ALL, I'M DUE A FEW CHUCKLES!

AND BESIDES, THE LOCAL WALL-CRAWLERS UNION HAS VERY STRICT ENTRANCE REQUIREMENTS!

HECK, I HAD TO BE BITTEN BY A RADIOACTIVE SPIDER TO JOIN!

AND, AS PETER CHANGES TO MORE COLORFUL ATTIRE--

--ON AN UPPER FLOOR OF THE ADMINISTRATION BUILDING, REGISTRAR HARVEY McNAMARA IS PUTTING IN A LITTLE FORCED OVERTIME...

I HATE THIS BLASTED PAPERWORK! IF THE DEAN WASN'T BREATHING DOWN MY NECK, I'D LET IT WAIT ANOTHER MONTH!

IF THEY'D JUST GIVE ME THE EXTRA SECRETARIES I REQUESTED THIS STUFF WOULDN'T PILE UP!

YOUR TIME IS UP, McNAMARA!

WHO?

DON'T TELL ME YOU WEREN'T EXPECTING THE FOOLKILLER!

HUH? I-I WASN'T EXPECTING ANYONE!

DIDN'T YOU GET MY CARD IN THE MAIL?

W-WHAT CARD?

BLAST THE POSTAL SERVICE! YOU SHOULD HAVE RECEIVED IT YESTERDAY! WELL, NO MATTER...

YOU'VE BEEN A FOOL FOR TOO LONG, McNAMARA! THIS IS YOUR FINISH!

BUT...

WHAP

HI THERE! AM I LATE FOR THE PARTY?

YOU'LL HAVE TO EXCUSE ME! IT TOOK MY CHAUFFEUR FOREVER TO FIND A PARKING SPACE FOR THE LIMO!

SPIDER-MAN!

YE-E-E-ES? HAVE WE BEEN INTRODUCED?

NOW I'LL NEVER GET THOSE PAPERS PROCESSED! I THINK I'LL BE SAFE FROM THOSE MANIACS BACK HERE--

--BUT... MY POOR DESK!

THAT'S SOME POP-GUN YOU HAVE THERE, PAL-- DOESN'T MAKE A PEEP! THE NEIGHBORS WILL BE SO HAPPY... THEY HATE NOISE!

YOU'VE MADE A SERIOUS ERROR, SPIDER-MAN! THIS ISN'T YOUR FIGHT! IF YOU INTERFERE WITH MY MISSION, I'LL BLAST YOU!

OH, REALLY? YOU'LL HAVE TO BE A LOT FASTER THAN--

--THAT.

ME AND MY BIG MOUTH! I MAY BE TOO FAST FOR HIM, BUT THE CEILING ISN'T! THERE GOES MY FOOTING!

YOWTCH! I HATE THESE LOW CEILINGS-- THERE'S NO ROOM TO MANEUVER!

A PERFECT ONE-POINT LANDING... RIGHT ON MY WRIST!

OH, FINE! BLUE-BOY'S BLASTER SET OFF THE SPRINKLERS, AS WELL! I'LL PROBABLY GET A COLD ON TOP OF EVERY-THING ELSE!

I'LL SETTLE WITH YOU LATER, McNAMARA!

AS FOR YOU, SPIDER-MAN-- DON'T CROSS THE FOOLKILLER AGAIN!

LIVE A POEM, OR DIE A FOOL!

LEAPING INTO SPACE, FOOLKILLER DEPLOYS HIS SPECIALLY DESIGNED SASH, TURNING IT MOMENTARILY INTO A MAKESHIFT PARA-GLIDER--

--TO WAFT HIM GENTLY TO THE SIDEWALK BELOW!

I MUST GET AWAY QUICKLY! I'M NOT PREPARED TO TACKLE SOMEONE OF SPIDER-MAN'S POWER...YET!

WHILE...

WHAT ARE YOU WAITING FOR?! STOP THAT MANIAC!

HE RUINED MY PAPERWORK! HE WRECKED MY OFFICE! HE...HE CALLED ME A FOOL!

NOT TO MENTION THAT HE TRIED TO KILL YOU, EH?

BUT, AS THE WEARY SPIDER-MAN GETS TO HIS FEET, THE FOOL-KILLER IS ALREADY BLOCKS AWAY!

MUST FORMULATE A PLAN OF ESCAPE!

I'M MAKING GOOD TIME, BUT IT MAY NOT BE GOOD ENOUGH...NOT IF SPIDER-MAN IS AS FAST AS I'VE HEARD!

AND, INDEED, HE IS!

WELL, THAT'S ACCOMMODATING OF THE FOOLKILLER! HE'S RUNNING RIGHT UP THE AVENUE IN PLAIN SIGHT! WHAT A JERK!

I'LL EVEN HAVE TIME TO SET UP MY AUTOMATIC CAMERA FOR SOME LONG-DISTANCE SHOTS BEFORE I...

"...DROP IN ON HIM!"

HEADS UP, F.K.! I HOPE YOU DON'T MIND A LITTLE COMPANY!

NOT AT ALL, SIR!

BUT I'M AFRAID YOU'LL HAVE TO KEEP YOURSELF AMUSED!

WHAT THE--?! HE BLASTED A HOLE IN THE PAVEMENT AND DOVE IN! BUT WHAT GOOD COULD THAT--?!

OH, NO! DON'T TELL ME--!

VRRRM

RATS! HE LANDED RIGHT ON THE BACK OF AN EXPRESS SUBWAY TRAIN! EITHER THAT GUY HAS A CHARMED LIFE, OR HE'S MEMORIZED THE SCHEDULES!

ALL I HAVE IS A ROLL OF WASTED FILM!

OR, IS IT WASTED?

SEVERAL MINUTES LATER, AT A LONG-TERM PARKING LOT ON THE CITY'S WEST SIDE--

PARK

-- A DARK FIGURE EMERGES FROM THE SHADOWS OF AN ADJACENT ALLEYWAY--

--AND SILENTLY SLIPS BETWEEN THE PARKED CARS, MAKING HIS WAY TO THE SIDE DOOR OF AN ORDINARY-LOOKING SEMI-TRAILER TRUCK.

BUT THE INTERIOR OF THE TRAILER RIG IS ANYTHING BUT ORDINARY!

HOME AT LAST!

TIME TO "UNTHREAD THE RUDE EYE OF REBELLION, AND WELCOME HOME DISCARDED FAITH," AS THE BARD WOULD PUT IT.

AH, SOMETIMES I WONDER IF MY MISSION TO RID THE WORLD OF FOOLS IS REALLY VALID ANY MORE!

AFTER ALL, I **DO** UTILIZE THESE COMPUTER SYSTEMS WHICH WERE CHIEFLY DESIGNED BY FOOLS... FOOLS WITHOUT A BIT OF POETRY IN THEIR SOULS!

I EVEN OWE MY CAREER TO THE INSPIRATION OF THREE MEN WHO WERE FOOLS IN THEIR OWN RIGHT...

RORY, RICHARD
2127689594

EVERBEST, ROSS G.
6669201947

SALLIS, THEODORE
3145330066

...RICHARD RORY... EVERBEST, THE FIRST FOOLKILLER... AND INDIRECTLY, EVEN SALLIS--THE POOR FOOL WHO BECAME A MISSHAPEN *MAN-THING!*

WERE IT NOT FOR THE MAN-THING SAVING RORY FROM MY PREDECESSOR,* I MIGHT NEVER HAVE BECOME THE FOOLKILLER!

*MAN-THING VOL.#1, #4.

HOW IRONIC THAT RICHARD'S SALVATION FROM ONE FOOLKILLER SHOULD ENABLE HIM TO INSPIRE ANOTHER! NO, IT'S MORE THAN IRONIC... IT'S *POETIC!*

THE ONLY THING REALLY WRONG WITH THE FIRST FOOLKILLER'S CRUSADE WAS HIS CONFUSED VIEW OF MORALITY THAT EQUATED SINNERS WITH FOOLS!

HIS ERRONEOUS IDEAS MADE HIM A FOOL HIMSELF! BUT I SAW THE RIGHTNESS OF HIS CAUSE...AND I KNEW THE TRUE DEFINITION OF A FOOL!

FOOL... ONE TOTALLY BEREFT OF A POETIC NATURE!

"IT WOULD NEVER HAVE OCCURRED TO ME TO DECLARE WAR ON FOOLS, HAD I NOT MET RICHARD RORY IN PRISON! LIKE MYSELF, HE HAD BEEN UNJUSTLY JAILED!

"I HATED THAT PLACE! I TRIED TO TELL THEM THAT I WAS INNOCENT, BUT THE FOOLS WOULDN'T LISTEN! SOMEDAY, THEY WILL PAY FOR THAT!

"STILL, RICHARD ALMOST MADE THE PLACE BEARABLE WITH HIS STORIES OF THE MAN-THING... AND THE INSPIRING TALE OF THE FOOLKILLER!

"AH, THE FOOLKILLER!

"FROM THE MOMENT RICHARD TOLD ME ABOUT HIM, I KNEW THAT I MUST ASSUME HIS MISSION! THE IDEA BURNED AT ME...NIGHT AND DAY!

"UPON MY RELEASE, I LIBERATED THE FOOLKILLER'S EQUIPMENT AND THREW MYSELF INTO A PERIOD OF INTENSIVE TRAINING!

"I LATER TRACKED RICHARD TO NEW YORK, TO THANK HIM FOR THE INSPIRATION HE'D GIVEN ME.

"HERE, I FOUND AN ABUNDANCE OF FOOLS! WITHIN HOURS OF MY ARRIVAL, I SAVED THE MYSTERY MAN *OMEGA* FROM THE PATHETIC BLOCKBUSTER.*

*OMEGA #9!

"BUT SOON, I TURNED MY ATTENTIONS TO BIGGER GAME...

"...SUCH AS THE *HELLCAT*, AND HER FELLOW DEFENDERS.

"TO MY DISMAY, I FOUND THAT I HAD MISJUDGED THE DEFENDERS. THEY WERE NOT QUITE AS FOOLISH AS I HAD THOUGHT!

"AND MY ESTIMATES OF THEIR INDIVIDUAL STRENGTHS-- PARTICULARLY THAT OF THE *VALKYRIE*--WERE FAR TOO LOW!*

*DEFENDERS #75!

"HOW WELL I REMEMBER THAT DAY! THE SKIES WEPT AS I WAS LOADED INTO AN AMBULANCE. LIKE SO MANY OTHERS BEFORE THEM, THE PARAMEDICS THOUGHT ME MAD...

"...THE FOOLS!

AMBULANCE

"THEIR JUDGMENT WAS AS FAULTY AS THEIR DRIVING!

"AND YET, THERE WAS CARING--A FORM OF POETRY--IN THEIR SOULS. I COULDN'T LET THEM DIE--

"--SO I PATCHED UP THE SURVIVORS AS BEST I COULD, BEFORE MAKING MY ESCAPE!"

BUT THE AUTHORITIES ACCUSED ME OF CAUSING THE WRECK IN THE FIRST PLACE!

FOOLS!

AT THAT POINT, I BEGAN TO DESPAIR! I REALIZED THAT I WOULD NEED A BETTER UNDERSTANDING OF THE POETIC NATURE BEFORE I COULD SLAY THE BIGGEST FOOLS!

I BEGAN A THOROUGH STUDY OF THE GREAT POETS, BUT STILL I FOUND FOOLS MUDDYING THE WATERS AROUND ME!

BUT NOW I HAVE THE ANSWER! JUST AS POETRY IS THE HIGHEST FORM OF SELF-EXPRESSION, SO MUST BE MY ABILITY TO PERCEIVE FOOLS.

I NEED MERELY WAIT FOR THE FOOLS TO MEDDLE WITH MY LIFE! BY THEIR VERY NATURE, THEY WILL SEEK ME OUT, SO I CAN END THEIR USELESS LIVES! HA-*HA!* IT'S SO SIMPLE!

NEXT DAY, AT THE DAILY BUGLE...

JONAH JAMESON'S BEEN BUYING PHOTOS FROM LANCE BANNON... PHOTOS THAT MAKE SPIDER-MAN LOOK LIKE A JERK... OR WORSE!

IF THAT'S WHAT HE WANTS, THAT'S WHAT I'LL GIVE HIM. I DON'T LIKE CONTRIBUTING TO MY OWN BAD PUBLICITY, BUT I NEED THE MONEY!

HI, ROBBIE! IS PUBLISHING'S ANSWER TO THE AYATOLLAH HERE?

IF YOU MEAN JONAH, HE'S IN A MEETING WITH THE TRUCKER'S UNION.

I DOUBT THAT HE'LL BE IN A GOOD MOOD WHEN HE COMES OUT, PETER!

WELL, THIS SHOULD BRIGHTEN HIS DAY... A WHOLE ROLL OF FILM SHOWING SPIDER-MAN SCREWING UP!

OH? IF THEY'RE EXCLUSIVES, I CAN PUT THROUGH A VOUCHER FOR YOU!

GREAT! EVEN LANCE BANNON COULDN'T TOP THESE BEAUTS!

PETER, LET THIS OLD CITY EDITOR GIVE YOU SOME ADVICE. BANNON'S ONE OF THE BEST PHOTOGS TO COME DOWN THE PIKE IN YEARS...

...BUT HE PANDERS TO JONAH'S WORST INSTINCTS. DON'T STOOP TO HIS LEVEL!

I DON'T WANT TO, ROBBIE--BUT SPIDER-MAN *DID* LET THIS FOOLKILLER GUY GET AWAY!

THE FOOLKILLER, EH?

YOU'VE HEARD OF HIM?

I ONLY KNOW WHAT THE POLICE BLOTTERS HAVE ON HIM. HE'S A MASKED PSYCHOTIC WHO THINKS IT'S HIS DUTY TO WIPE OUT ALL FOOLS!

IN THAT CASE, WE'RE *ALL* IN TROUBLE! LIKE THE SONG SAYS...

..."EVERYBODY PLAYS THE FOOL SOMETIMES!"

@xx#!★@!x!!

PARKER, YOU'D BETTER NOT BE WASTING MY EMPLOYEES' TIME WITH A SOCIAL VISIT! IF YOU HAVE BUSINESS HERE, TAKE CARE OF IT AND GET OUT!

HHMM! IT SEEMS SOME PEOPLE PLAY THE PART MORE OFTEN THAN OTHERS! TAKE CARE, ROBBIE!

"PLAY THE PART?" WHAT'S HE YAMMERING ABOUT, ROBBIE?

OH...NOTHING!

SOON...

THE FOOLKILLER IS MORE DANGEROUS THAN I THOUGHT! AND I LET HIM GET AWAY!

I'LL HAVE TO DO SOMETHING ABOUT THAT! THE LAST THING I NEED IS MORE GUILT ON MY SHOULDERS!

AND SO, FOR THE REST OF THE AFTERNOON, SPIDER-MAN COVERS THE ROOFTOPS OF NEW YORK CITY IN A WILD, UNINHIBITED DISPLAY OF HIS AMAZING SPEED, STRENGTH, AND AGILITY--

--WITH A NET RESULT OF...

NOTHING! I'VE GOTTEN ONE HECK OF A WORKOUT, BUT THERE HASN'T BEEN A SIGN OF THE FOOLKILLER!

MAYBE HE ONLY COMES OUT AT NIGHT! BOY, NOW'S A GREAT TIME TO THINK OF THAT!

SPEAKING OF NIGHT, IT'S GETTING LATE--AND I STILL HAVE TO PREPARE FOR EVENING LAB!

STOPPING OFF AT HIS CHELSEA APARTMENT JUST LONG ENOUGH TO SCOOP UP HIS STREET CLOTHES, SPIDER-MAN HEADS ONCE AGAIN FOR THE E.S.U. CAMPUS--

--WHERE...

AH-*HA!* A DESERTED CLASSROOM!

JUST WHAT I NEED FOR ONE OF MY PATENTED QUICK-CHANGES!

OKAY... MASK AND GLOVES ARE TUCKED INTO MY BELT, ALL I HAVE TO DO NOW IS SNAP MY COLLAPSIBLE WEB-SHOOTERS ONTO THE BELT--

--ADD THE LATEST IN PERMA-NENT PRESS FASHIONS--

--AND PETER PARKER RIDES AGAIN! WHAT'S BEAU BRUMMEL GOT THAT I HAVEN'T GOT...BESIDES A GOOD TAILOR?

MY WEB-PACK FIT NEATLY INTO A WASTEBASKET. HOPE-FULLY, IT WILL HAVE DISSOLVED AWAY BY THE TIME ANNA THE CLEANING LADY MAKES HER ROUNDS!

BUT THEN...

WHOOPS! AS I OPENED THE DOOR, I GOT AN INTENSE SPIDER-SENSE BUZZ! IF THE FOOL-KILLER'S BACK ON CAMPUS, I'LL--!

NO, IT'S GREG SALINGER! WHAT THE DEVIL? THIS IS THE SECOND TIME HE'S BEEN AROUND WHEN MY SPIDER-SENSE FLARED! *

BUT...IF HE WAS REALLY A THREAT, I SHOULD GET A BUZZ EVERYTIME I SEE HIM... AND I *DON'T!*

HEY, SALINGER! WHAT'S YOUR HURRY?

*THE OTHER TIME WAS IN SPECTACULAR SPIDER-MAN #60!

PARKER! MAN, AM I GLAD TO SEE YOU! I'VE BEEN LOOKING ALL OVER FOR YOU!

I'VE BEEN OUT AND ABOUT TODAY...JUST HAVE AN EVENING CLASS TO TEACH!

WHAT THE --? MY SPIDER-SENSE ISN'T TINGLING NOW. AM I LOSING MY MIND?

YOU LOOK WORRIED, PETE -- IS SOMETHING WRONG?

UH...NO! NOTHING REALLY, GREG! WHAT CAN I DO FOR YOU?

I NEED A FRIENDLY EAR! OF ALL THE PROFS AND T.A.'S I HAVE, YOU'RE THE ONE I TRUST MOST!

LAST WEEK, I MAILED TWO LETTERS... ONE TO SOME PEOPLE IN THE CITY, THE OTHER TO SOMEONE ON CAMPUS! THE CAMPUS LETTER NEVER ARRIVED!

IT SOUNDS TO ME LIKE YOU WERE THE VICTIM OF THE CAMPUS MAILROOM!

THE MAILROOM?

YEAH, IT'S LIKE A ROACH MOTEL FOR INCOMING LETTERS! THE MAIL GOES IN, BUT IT DOESN'T COME OUT!

IF YOU EVER SAW THE FOOLS THAT WORK THERE, YOU WOULDN'T BE SURPRISED!

REALLY? WELL, THAT EXPLAINS A LOT! PETE -- YOU'VE BEEN A BIG HELP!

SEE YOU LATER!
YEAH, SURE... THING?!?
HUH? I'M GETTING A SPIDER-SENSE BUZZ AGAIN... AS HE RUNS AWAY?!?
WHAT IS THE MATTER WITH ME? IS MY SPIDER-SENSE GOING CRAZY? I HOPE NOT! I REALLY DEPEND ON IT TO WARN ME OF IMPENDING DANGER!
AS WEIRD A POWER AS IT IS, I'D HATE TO BE WITHOUT IT!
OH, PETER, THERE YOU ARE! A STUDENT HAS BEEN LOOKING FOR YOU ALL DAY!
GREG SALINGER? YEAH, HE FOUND ME, DEB!
WELL! GOOD FOR HIM!
WHAT'S WRONG, KID? YOU'RE TREMBLING!
I'M FURIOUS, THAT'S WHAT I AM!
WHEN I COULDN'T TELL THAT ...THAT *STUDENT* WHERE YOU WERE, HE... HE CALLED ME A *FOOL!*
WHAT?!
OH, NO! NOT GREG! HE COULDN'T BE--!
BUT HE MIGHT! I DON'T WANT TO BELIEVE IT, BUT...
...YEAH, IT ALL FITS! IT'S SO OBVIOUS!
AND I'M SO THICK!
PETER, WHAT IS IT? WHAT'S WRONG?
PETER?!?

AT THAT MOMENT, ACROSS CAMPUS IN THE E.S.U. MAILROOM...

HEY, TONY-- HAS MY CALENDAR COME IN YET?

CHECK WITH ME NEXT WEEK!

OKAY... G'NIGHT, MAILROOM!

YEAH, GOOD NIGHT, MAILROOM!

GOOD NIGHT, YA JERKS!

WHUMP

FRAGILE

SO I SAYS TO HER, "WHY, NO, MISS MARCUS! I DON'T ALLOW ANY OF MY BOYS TO GAMBLE ON THE PREMISES!"

SALVATORE, YOU ARE A RIOT!

AHEM!

HAHN?! HEY, NOBODY BUT AUTHORIZED PERSONNEL IS S'POSED TO USE THAT BACK DOOR!

WHO DO YA THINK YOU ARE?

I'M THE FOOLKILLER!

FOOLKILLER?! HAH-HAH! THESE FRATERNITIES GET CRAZIER EVERY YEAR!

HA-HAH-HA! IF YOU'RE A FOOLKILLER, YOU'VE COME TO THE RIGHT PLACE!

I KNOW!

GOOD NIGHT, MAILROOM!

AAAGH!

HOLY JUMPIN'--!

THAT'S IT, FOOLS-- *RUN!* RUN AND HIDE! IT WON'T DO YOU ANY GOOD, BUT IT WILL MAKE KILLING YOU ALL THE MORE SATISFYING!

HA HA HA HA HA HA

AW GEEZ.

YOU SEEM PARTICULARLY FOOLISH! TO YOU GOES THE HONOR OF BEING THE FIRST KILLED!

I KNOW THIS IS BEGINNING TO BE A HABIT, KILLER--

--BUT I JUST FEEL COMPELLED TO USE THESE WINDOWS THAT YOU KEEP OPENING!

WHAMP

PROPELLED BY THE FORCE OF SPIDER-MAN'S KICK, THE FOOLKILLER BARRELS ACROSS THE CROWDED ROOM--

--US MA

--MAKING A SOFT, IF SOMEWHAT UNDIGNIFIED LANDING IN A PILE OF UNOPENED MAIL BAGS!

BLAST YOU, SPIDER-MAN! YOU'LL NOT GET IN MY WAY AGAIN!

HE MAY BE RIGHT! WITTY REPARTEE ISN'T GOING TO STOP HIM-- AND THIS PLACE IS SO CRAMMED WITH JUNK THAT THERE'S HARDLY ANY ROOM TO MANEUVER!

I HAVE TO DISTRACT HIM ... DRAW HIS FIRE BEFORE SOMEONE GETS HURT!

OH, NO! THOSE SHELVES!

WEAKENED BY THE SILENT BLASTER, THE HALF-TON STRUCTURE TOPPLES OVER UPON THE HELPLESS WORKERS!

OH, NO, YOU DON'T!

C'MON, YOU GUYS--**MOVE!** I DON'T HAVE TIME TO STAND HERE ALL EVENING!

JUST AS I THOUGHT... HE'S MORE INTERESTED IN SAVING THOSE FOOLS, THAN IN STOPPING ME!

DASHING ACROSS CAMPUS, WEAVING IN AND OUT OF ALLEYS, THE FOOLKILLER MAKES HIS WAY BACK TO THE PARKING LOT...

HOME!

SPIDER-MAN HAS SEALED HIS FATE! I WAS WILLING TO FORGIVE HIM BEFORE, AS HIS OUTLAW NATURE SUGGESTED A POETIC SOUL! BUT NO MORE!

KLIK

TWICE HE'S THWARTED ME, THUS PROVING HIMSELF TO BE A FOOL!

MY COMPUTERS CONTAIN INFORMATION GATHERED FROM FEDERAL DATA NETWORKS! THEY SHALL GIVE ME THE KNOWLEDGE I NEED--

--TO END HIS LIFE!

BUT, THE COMPUTER DISPLAYS HAVE HARDLY BEGUN, WHEN SUDDENLY...

KRUNG

OKAY, FOOLKILLER-- IT'S ALL OVER!

YOU DIDN'T REALLY THINK THOSE SHELVES WOULD SLOW ME DOWN, DID YOU?

AND YOU'RE *STILL* NOT FAST ENOUGH TO ZAP ME WITH YOUR BLASTER!

PERHAPS NOT.

YOW!

KABOOM

HOWEVER, THE SHEER POWER OF THE RAY WAS ENOUGH TO BLOW THE GAS TANK ON THAT CAR BEHIND HIM--TO GIVE ME THE DIVERSION I NEEDED TO ESCAPE THROUGH THIS TRAP DOOR!

SPIDER-MAN WILL RECOVER IN SECONDS!

I MUST FIND A PLACE TO HIDE...

...AND FAST!

DON'T BE A FOOL! LOWER YOUR VOICE, AND I'LL SPARE YOU!

=ulp=

IN A MANNER OF SPEAKING! I'M TRYING TO AVOID A GENTLEMAN CALLED SPIDER-MAN--

--UNTIL SUCH TIME AS I CAN DEVISE A WAY TO KILL HIM!

EH?

YOU... YOU'RE RIGHT!

HEY! WHAT'S YER HURRY, ZORRO?

WHATEVER YOU SAY, MISTER. YOU ON THE RUN?

HUH?

YER KIDDIN', AIN'T YA? I MEAN, I SEEN THAT SPIDER-MAN ONCE! ANYBODY WHO'D GO GUNNIN' FOR HIM WOULD HAVE TO BE A FOOL!

I ALMOST AGREE WITH THE LADY, F.K.-- BUT I CAN'T LET YOU DO THAT!

NO!

DON'T DO THIS TO ME! YOU MUST LET ME KILL MYSELF! I'M A *FOOL!*

NO, I DON'T THINK SO. YOU'RE NO MORE OF A FOOL THAN ANYONE ELSE.

YOU'RE JUST VERY, VERY MIXED UP!

THIS END UP

DON'T SAY THAT! THAT'S WHAT THE ARMY DOCTORS SAID WHEN THEY DIS-CHARGED ME!

ARMY DOCTORS! SALINGER TOLD ME THAT HE'D BEEN IN THE ARMY!

BUT THEN, I KNOW THIS IS GREG, DON'T I?

I'M NOT CRAZY... I'M A FOOL!

ALL I HAVE TO DO IS TO PULL OFF HIS MASK.

I WANT TO BELIEVE THAT THIS ISN'T GREG, BUT...

THIS ISN'T THE FACE OF A MADMAN! IT'S THE FACE OF A FOOL ...A FOOL WHO MUST BE KILLED!

THE ONE TIME I WANTED TO BE WRONG, I HAD TO BE RIGHT!

IT MAKES SENSE NOW! GREG LIKED PETER PARKER SO MUCH THAT WHENEVER HE SAW ME IN CIVVIES, HIS PSYCHOTIC HATE SUBSIDED...

...AND HE TEMPORARILY CEASED TO BE A DANGER THAT MY SPIDER-SENSE COULD DETECT. WELL, HE'S NOT A DANGER ANYMORE.

TAKE IT EASY, FELLA! YOU'RE NOT A FOOL... YOU'RE GOING TO BE... OKAY!

WH-WHAT ARE YOU GOING TO DO WITH ME?

BELIEVE IT OR NOT, I'M GOING TO TRY TO HELP YOU! YOU'VE BEEN UNDER A STRAIN, AND I KNOW A PLACE WHERE YOU CAN GET A NICE LONG REST...

...AWAY FROM FOOLS!

NEXT ISSUE: ROMANCE...INTRIGUE... AND ADVENTURE...HIGHLIGHT THE SPECTACULAR, LONG-AWAITED RETURN OF...

THE BLACK CAT!

60¢ | 226 MAR 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1981 MARVEL COMICS GROUP

the AMAZING SPIDER-MAN®

SHE'S BACK THE BLACK CAT!

J.R. J.R. MILLIGROM

TM

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

"BUT THE CAT CAME BACK..."

MITCHELL STATE HOSPITAL IN UPSTATE NEW YORK LIKES TO CALL ITSELF A MENTAL HEALTH CARE FACILITY.

IN EARLIER, LESS ENLIGHTENED TIMES, IT WOULD HAVE BEEN CALLED AN ASYLUM...A PLACE FOR SOCIETY TO LOCK AWAY ITS MADMEN.

ALAS...SOMETIMES, IT MUST STILL SERVE THAT PURPOSE!

IT...IT'S SPIDER-MAN!!

NO! HE'S UP THERE... LAUGHING BECAUSE I FAILED! I WAS THE *FOOLKILLER*, AND HE STOPPED ME FROM KILLING THE GREATEST FOOL OF ALL... *MYSELF!*

YOU'RE IMAGINING THINGS, MR. SALINGER. THERE'S NO ONE HERE BUT US! COME ON...LET'S GET IN OUT OF THE STORM!

ROGER STERN WRITER

JOHN ROMITA JR. & JIM MOONEY ARTISTS

JOE ROSEN LETTERER

BOB SHAREN COLORIST

TOM DEFALCO EDITOR

JIM SHOOTER ORDERLY

HERE...ISN'T IT MUCH NICER INSIDE? YOU'LL FEEL BETTER ONCE WE GET YOU DRY!

I DON'T WANT TO DRY...I WANT TO *DIE!* DON'T YOU SEE?!

MY MISSION IN LIFE WAS TO KILL FOOLS ...BUT ONLY A FOOL WOULD GO ON SUCH A MISSION! I HAVE TO BE KILLED!

DON'T LISTEN TO SPIDER-MAN! KILL ME...*PLEASE!* YOU MUST KILL ME!!

DID HE SAY... *SPIDER-MAN?*

YEAH...POOR FOOL. COME ALONG, MISS HARDY!

SPIDER-MAN MUST HAVE PUT QUITE A FRIGHT INTO HIM!

NAW, I THINK HE HAD SERIOUS PROBLEMS BEFORE HE EVER MET SPIDER-MAN. COME ALONG, NOW!

I'VE MET SPIDER-MAN, YOU KNOW!

THAT'S NICE, DEAR.

HMMM!

LET'S STOP HERE FOR JUST A SEC!

NO, REALLY! HE WAS QUITE NICE TO ME, THOUGH HE NEVER UNDERSTOOD ME!

A *MILKY WAY*? NO... A *SNICKERS!*

SURE, DEAR... WHY DON'T YOU TELL ME ALL ABOUT IT?

CANDY

THERE'S NOT MUCH TO TELL. BEFORE I CAME HERE, I WAS A BURGLAR CALLED...

"...THE *BLACK CAT!* AND I WAS ONE OF THE BEST! SPIDER-MAN CROSSED MY PATH A FEW TIMES!

"IT WAS INEVITABLE, I SUPPOSE!

"I WAS USUALLY ABLE TO EVADE HIM, USING MY '*BAD LUCK*' TRICKS.

"BUT THE LAST TIME WE TANGLED --

"--I FOUND THAT HE'D STUCK ONE OF HIS *SPIDER-TRACERS* TO ME AS I WAS MAKING MY GET-AWAY!

"I COULDN'T GET IT OFF, AND I KNEW IT WOULD LEAD HIM RIGHT TO ME!

"WITH HIS SPEED, IT WAS JUST A MATTER OF TIME BEFORE HE'D CATCH ME! THERE WAS NOTHING I COULD DO BUT GO HOME AND... WAIT."

ALL RIGHT, CAT, I'M TAKING THOSE ARTIFACTS YOU STOLE! AND IF YOU TRY TO STOP ME--!

BUT WHY SHOULD I STOP YOU, SILLY? AFTER ALL, *YOU'RE* THE ONE I STOLE THEM FOR!

I'M *WHAT*?!

OF COURSE, LOVE! I DID IT ALL FOR YOU!

"THE WALLS OF MY APARTMENT WERE LINED WITH PICTURES OF HIM. I TOLD HIM THAT I'D HAD A CRUSH ON HIM FOR YEARS.

"I COULD TELL HE WAS SURPRISED!"

I, UH, KNOW SOME PEOPLE... SOME DOCTORS. I'D LIKE YOU TO TALK WITH THEM. AND I PROMISE, "LOVE," I'LL SEE THAT YOU GET ALL THE HELP YOU NEED.

EVENTUALLY, I WAS BROUGHT HERE.

SPIDER-MAN THOUGHT I WAS CRAZY...

...WHICH, OF COURSE, IS JUST WHAT I WANTED HIM TO THINK!

=MMMUPH!=

IT'S SO MUCH EASIER TO BIDE YOUR TIME AND ESCAPE FROM A HOSPITAL... THAN FROM A PRISON!

COME ALONG NOW, NURSIE!

LET'S GO BACK TO OUR ROOM AND SLIP INTO SOMETHING LESS COMFORTABLE!

SLAM

HOURS LATER...

GOOD MORNING, MISS HARDY! AND HOW ARE WE THIS MORNING?

=NNNHN-UU-NN!=

I BEG YOUR PARDON? ARE YOU COMING DOWN WITH A...COLD?

WHAT ON EARTH?!

=NNNHN-UGH-HH-NN!=

=NNUUG?=

I AM A FAT SLOB!

NEW YORK CITY, THE NEXT NIGHT...

BOY, AM I GLAD THAT THIS DAY IS OVER! THE ONLY THING THAT SAVED IT FROM BEING A TOTAL WASTE WAS THE FALCON BUYING ME LUNCH! STILL, AFTER THE HAND I GAVE HIM STOPPING HIS OLD PLAYMATE, STONEFACE*--

--IT WAS THE LEAST HE COULD DO!

*SEE MARVEL TEAM-UP #114.

HEY!

THAT SPOTLIGHT SUDDENLY WINKED ON FROM OUT OF NO-WHERE! IT CAN'T BE OF ANY DANGER TO ME, OR MY SPIDER-SENSE WOULD HAVE GIVEN ME A WARNING TINGLE.

WHAT'S THE SCOOP?

WELL, WELL, *WELL!*

FAITH AN' BEGORRAH, IF IT ISN'T CAPTAIN JEAN DEWOLFF...THE FINEST O' NEW YORK'S FINEST! WHAT CAN I BE DOIN' FOR YE, MISSIE?

RACE BOOKS

WOLFE

YOU CAN START BY CANNING THE LOUSY ACCENT, SPIDER-MAN!

I'VE BEEN LOOKING ALL OVER FOR YOU! AN OLD "FRIEND" OF YOURS BROKE OUT OF MITCHELL STATE LAST NIGHT... FELICIA HARDY!

FELICIA...THE BLACK CAT?!

UH-HUH!

IT APPEARS SHE WASN'T AS CRAZY AS WE THOUGHT. SHE PULLED A REAL FAST ONE ON THE DOCTORS UP THERE.

THEY DIDN'T EVEN KNOW SHE WAS GONE UNTIL THIS MORNING!

WHAT?! BUT I THOUGHT...THAT IS, SHE...AH, I MEAN...

...THANKS, YEAH, THANKS, CAPTAIN!

I'LL KEEP MY EYES PEELED FOR HER.

I FIGURED YOU'D WANT TO KNOW.

WANT TO KNOW? OH, YEAH... I WANT TO KNOW PLENTY!

THE BLACK CAT HAD ME CONVINCED SHE WAS EMOTIONALLY UNBALANCED--

--AND ALMOST PSYCHOTICALLY IN LOVE WITH ME!

I WONDER HOW MUCH OF THAT WAS AN ACT?

I'M AFRAID TO FIND OUT. I LIKE THE CAT. IF ONLY SHE WASN'T A BURGLAR!

WHAT A WORLD! THERE'S A LADY OUT THERE WHO MAY--OR MAY NOT--BE WILD ABOUT ME. THE ONLY WAY TO FIND OUT IS TO TRACK HER DOWN...

...BUT IF I FIND HER, NO MATTER WHAT THE ANSWER, I'LL HAVE TO TURN HER IN!

MIDTOWN MANHATTAN, ONE WEEK LATER...

NO LIGHTS BURN IN THE PENTHOUSE APARTMENT HIGH ATOP THE TUMMINELLO TOWERS--

--SAVE FOR ONE IN THE HAND OF A CERTAIN UNINVITED GUEST!

BEAUTIFUL! AN ORIGINAL *EHRENREICH*, AND IT'S MINE--ALL MINE! *MMM!*

I'M LUCKY I GOT HERE SO EARLY! IN ANOTHER WEEK--

--MR. BRADSHAW WOULD HAVE HAD THE REST OF HIS ART ACQUISITIONS UNCRATED AND ON THE WALLS!

AND THEN I WOULD NEVER HAVE BEEN ABLE TO DECIDE WHICH PIECE TO...LIBERATE!

I MUST GIVE BRADSHAW CREDIT FOR SOME INTELLIGENCE, THOUGH...

...HIDING HIS ART ROOM BEHIND THE BOOKCASES WAS INSPIRED!

IF I HADN'T COME ACROSS THE ORIGINAL FLOORPLANS TO THIS PLACE, I MIGHT NEVER HAVE FOUND IT!

BUT THE WORLD'S BEST SAFE-GUARDS CAN'T STOP WALTER HARDY'S LITTLE GIRL!

OF COURSE, DADDY WOULD HAVE EVADED THESE ELECTRIC-EYE BEAMS A BIT DIFFERENTLY--

--BUT I'M SURE THAT THEY WOULDN'T HAVE GIVEN HIM ANY TROUBLE. AFTER ALL, HE WAS THE WORLD'S GREATEST CAT BURGLAR IN HIS DAY!

AS I AM IN MINE!

THERE'S JUST ONE PROBLEM WITH THIS PROFESSION... THERE'S NOT ENOUGH RECOGNITION!

BRADSHAW'S OFF AT THE OPERA. WHEN HE GETS BACK, HE MIGHT NOT EVEN NOTICE I'VE BEEN HERE AT FIRST...

...UNLESS I LEAVE HIM A LITTLE HINT!

DINGA-DINGA-DINGA-DINGA

KRESH

WITH A THROATY CHUCKLE, THE BLACK CAT RAPPELS DOWN THE SIDE OF THE BUILDING, DROPPING SIXTY STORIES IN MERE SECONDS--

--AND LANDING ON CAT FEET!

MMM! A PERFECT FOUR-POINT LANDING! AND THERE'S JUST WHAT I NEED TO MAKE MY ESCAPE IN STYLE!

ZZZZZ

A HORSE-DRAWN CARRIAGE!

OH, DRIVER! DRIVER?

HEY, YOU!

÷SNORK÷ HUH? YAH, WHADDAYA WANT?

WOW! A C-NOTE!

DON'T LOOK BACK! JUST DRIVE, AND IT'S YOURS. I'M A BIG TIPPER!

YES, MA'AM! ANYTHING YOU SAY!

I WAS AFRAID THAT THE MONTHS I SPENT IN THE HOSPITAL HAD LEFT ME RUSTY...LOOKS LIKE I NEEDN'T HAVE WORRIED!

IT WAS EASY... SCREAMINGLY EASY!

TOO EASY!

THERE'S NO CHALLENGE PULLING OFF A JOB LIKE THAT! NO EXCITEMENT!

EH? WHAT'S THAT PAINTED ON THE SIDE OF THAT TRUCK?

DAILY BUGLE

WELL! EITHER THAT'S AN OLD PAINT JOB, OR JONAH JAMESON IS STILL USING SPIDER-MAN TO SELL NEWSPAPERS!

SPIDER-MAN! I WONDER WHAT *HE'S* DOING TONIGHT?

SPIDER-MAN MENACE

DAILY BUGLE

AT THAT MOMENT, IN A MODEST ONE-BEDROOM APARTMENT IN MANHATTAN'S CHELSEA DISTRICT, THE OBJECT OF FELICIA HARDY'S QUESTION IS MAKING HIS ENTRANCE--

SCREEEK

--IN HIS USUAL MANNER!

AS MUCH AS I USE IT, I REALLY OUGHT TO OIL THE LATCH ON THAT SKYLIGHT!

AH...BUT NOT TONIGHT! I'M TOO BEAT!

I DON'T KNOW WHERE THE BLACK CAT'S HIDING HERSELF, BUT SHE'S DOING A GOOD JOB OF IT! I'VE BEEN COMBING THE CITY ALL WEEK AND HAVEN'T FOUND A TRACE OF HER!

ALL I'VE GOTTEN FOR MY TROUBLE IS TIRED ...AND HUNGRY!

HUNGRY?! AW, NUTS! I JUST REMEMBERED--

--THERE'S NOT A CRUMB OF FOOD IN THE PLACE! I'LL HAVE TO GO OUT AND GET SOMETHING!

AND I WAS SUPPOSED TO DO LAUNDRY TONIGHT! I DON'T THINK I HAVE A CLEAN SHIRT TO MY NAME!

SHEESH! I BET THE HUMAN TORCH NEVER HAS PROBLEMS LIKE THIS!

CONTRARY TO POPULAR BELIEF, THERE ARE SOME ADVANTAGES TO LIVING IN NEW YORK CITY!

FOR INSTANCE, THERE ARE CERTAIN BUSINESS ESTABLISHMENTS WHICH NEVER CLOSE...

THERE'S NOTHING LIKE RELAXING WITH A QUARTER POUNDER AND A SHAKE, WHILE YOU WATCH YOUR SHORTS GO THROUGH THE SPIN CYCLE!

Coin-O-Mat 75¢

LAUNDR

NOTICE

I'M LUCKY I FOUND THIS OLD SHIRT AND JEANS IN THE BACK OF MY CLOSET.

I'D FEEL AWFULLY SELF-CONSCIOUS SITTING HERE IN MY SPIDER-SUIT! I DON'T NEED TO ATTRACT ATTENTION!

OR DO I? WOW! WHERE'S SHE BEEN ALL MY LIFE?

H-HELLO THERE!

NICE NIGHT ISN'T IT? UH...FOR THIS TIME OF YEAR, I MEAN.

I'M PETER PARKER! I...LIVE JUST DOWN THE BLOCK! I'M A...

...GRAD STUDENT... AT EMPIRE STATE!

WELL...NICE TALKING TO YOU! HEH!

GIVE IT UP, PARKER--YOU'RE GOING DOWN FOR THE THIRD TIME!

BOY, IF THERE WAS EVER ANYONE WHO DIDN'T WANT TO BE TALKED TO--! AW, I GUESS I HARDLY LOOK LIKE ANYONE'S DREAM DATE TONIGHT!

U.S.A.

BUT IF PETER PARKER FEELS A BIT DOWN, HE IS HARDLY ALONE IN HIS DEPRESSION THIS NIGHT...

...FOR, IN A LUXURY APARTMENT ON THE CITY'S FASHIONABLE EAST SIDE...

THIS IS CRAZY... ABSOLUTELY CRAZY!

I BOOSTED A PAINTING WHICH WILL NET ME AT LEAST A QUARTER OF A MILLION DOLLARS! I SHOULD BE ECSTATIC--

--BUT I'M NOT. THERE'S A PROBLEM WITH MY PROFESSION...

...IT'S TOO DARN SOLITARY!

JUST YOU AND ME...HUH, BABE?

GREAT! NOW I'M TALKING TO PAINTINGS! OH, SNAP OUT OF IT, KID! YOU'RE LONELY...SO WHAT? LOTS OF REMEDIES FOR LONELINESS, RIGHT?

I COULD GO TO A MOVIE, BUT THERE'S NOTHING I WANT TO SEE! =SIGH= I MIGHT AS WELL GO DO MY LAUNDRY!

FIRST, THOUGH, I'D BETTER PULL THE OLD WIG INTO PLACE!

CAN'T HAVE THE NEIGHBORS FINDING OUT WHO I REALLY AM!

THIS GOWN WILL HAVE TO GO, TOO! I'D BETTER CHANGE INTO SOMETHING MORE CONVENTIONAL FOR A TRIP TO--

"--THE LAUNDRY ROOM."

THANK HEAVENS FOR JUMBO-SIZE FRONT-LOADERS! I'LL BE ABLE TO DO ALL MY DAINTIES AT ONCE!

LOOKS LIKE I PICKED A GOOD TIME TO DO THIS...

...A *VERY* GOOD TIME!

HELLO THERE!

HELLO, YOURSELF! YOU'RE NEW TO THE BUILDING, AREN'T YOU? I'M CERTAIN I'VE NEVER SEEN YOUR LOVELY FACE BEFORE!

YES, I MOVED IN LAST WEEK.

WELL, THEN--WELCOME! I'M JACK ALLEN! WHERE HAVE YOU BEEN HIDING ALL MY LIFE?

HA-HA-HAH! I'M FELICITY HARMON. ARE YOU THIS FORWARD WITH ALL THE WOMEN YOU MEET?

SOMETIMES, I'M A BROKER WITH ***FARRINGTON INVESTMENTS***...THAT TENDS TO KEEP THE AGGRESSIVE JUICES FLOWING!

THERE'S NOTHING WRONG WITH THAT, I SUPPOSE...

I'M GLAD YOU FEEL THAT WAY!

LOOK, MY STUFF IS DRY. WHY DON'T I TREAT YOU TO A NIGHTCAP?

HMMM.

SOUNDS... INTRIGUING, BUT I'M A BIT TIRED TONIGHT, I'M PLANNING ON TURNING IN, AS SOON AS MY WASH IS DONE.

SUIT YOURSELF! IF YOU CHANGE YOUR MIND, I'M IN 17-C.

CIAO!

NICE MEETING YOU, JACK...

...TOO BAD YOU'RE NOT MY TYPE. DARN! HE SEEMS NICE ENOUGH, BUT HE'S JUST NOT WHAT I'M LOOKING FOR.

SO WHO *AM* I LOOKING FOR... SPIDER-MAN?

YES, I AM. I CAN'T GET HIM OUT OF MY MIND.

I WONDER IF HE'D EVEN TALK TO ME, AFTER THE TRICK I PULLED ON HIM? HE MUST KNOW BY NOW--!

I WISH I *COULD* TALK TO HIM, BUT THAT'S JUST WISHFUL THINKING. I DON'T HAVE ANY WAY OF CONTACTING HIM!

OR *DO* I?

SKYWRITIN

SADIE BIRTHDA

N.Y. DAILY

THE NEXT DAY, NEW YORKERS GO ABOUT THEIR USUAL, EVERYDAY ROUTINE, UNTIL...

HEY... LOOK!

BIG DEAL! IT'S JUST A BUNCH'A PLANES... SKY-WRITING!

YES, BUT THE WORDS--! LOOK AT WHAT THEY SAY!

I...I DON'T BELIEVE IT! I MEAN...

...SPIDER-MAN?! WHO'D DATE HIM?!

IRONICALLY, ONE MANHATTANITE WHO DOES **NOT** SEE THE MESSAGE IS PETER PARKER, WHO HAS SPENT THE ENTIRE MORNING HERE, IN THE HALLS OF EMPIRE STATE UNIVERSITY...

THIS IS THE LAST TIME I LET STEVE HOPKINS TALK ME INTO PROCTORING AN EXAM FOR HIM! THERE OUGHT TO BE A LAW AGAINST STARTING TESTS AT 7:30 IN THE MORNING!

NOW I KNOW WHY THE TEACHING ASSISTANTS I HAD WHEN *I* WAS AN UNDERGRAD WERE ALWAYS SO GROUCHY!

I CAN'T GET OVER IT! MY FIRST SEMESTER AS A T.A. SEEMED TO GO SO WELL, BUT *THIS* TERM HAS BEEN A NIGHTMARE SO FAR!

BEING "ALMOST-A-PROFESSOR" IS FOR THE BIRDS! IT TAKES MORE AND MORE TIME AWAY FROM MY STUDIES. I DON'T KNOW HOW MUCH MORE I CAN HANDLE!

MIDTOWN TRAFFIC GROUND TO A HALT AT MIDDAY AS MOTORISTS STOPPED TO LOOK AT A MESSAGE IN THE SKY -- A MESSAGE TO SPIDER-MAN!

SPIDER-MAN?! MESSAGE IN THE SKY?!

MR. GEORGE MUNDY OF THE ACME SKY-LINES COMPANY ENGINEERED THAT MESSAGE, BUT EVEN *HE* DOESN'T KNOW WHO SENT IT!

THAT'S RIGHT, MR. REED. I GOT A CALL FROM SOME LADY, WANTIN' ME TO SKYWRITE THE MESSAGE, AN' I NO SOONER HUNG UP THE PHONE, THAN A MESSENGER ARRIVED WITH THE MONEY!

WHAT THE HECK, IT WASN'T ILLEGAL!

GREG REED FOR THE *NEWS-AT-NOON*! BACK TO YOU, CHUCK!

THAT MESSAGE AGAIN: "SPIDER-MAN, MEET ME AT OUR FIRST DATE SITE... TONIGHT!"

IT'S FROM THE BLACK CAT! IT HAS TO BE! WHAT DOES SHE MEAN "OUR FIRST DATE SITE"?

THAT EVENING, IN ONE OF THE CITY'S SEAMIER NEIGHBORHOODS...

THIS ALLEY, OUTSIDE EMIL GRECO'S OLD HIDEAWAY, IS WHERE I HAD MY FIRST RUN-IN WITH THE BLACK CAT!

I'D ALMOST FORGOTTEN-- BUT AT THE TIME, I MADE A JOKE ABOUT IT BEING OUR FIRST DATE.* THIS MUST BE WHERE SHE WANTS TO MEET ME,

*AMAZING SPIDER-MAN #194.

THE MYSTERY IS... WHAT DOES SHE WANT TO SEE ME ABOUT?

UNTIL I FIND OUT, I'D BETTER STICK TO THE SHADOWS, WHERE IT'S SAFER!

WHOOPS! DID I SAY "SAFER"? MY SPIDER-SENSE JUST STARTED BUZZING A WARNING TO BEAT THE BAND!

THERE'S BIG DANGER HERE-- RIGHT OVER-HEAD!

THE FIRE ESCAPE!! IT'S ANOTHER ONE OF HER *BAD-LUCK* TRICKS... GIMMICKED TO BREAK FREE AND FALL...

...ON ANYONE STUPID ENOUGH TO BE UNDER IT!

ONE OF THESE DAYS--

--I'LL FIND OUT--

--HOW SHE PULLS OFF THESE "TRICKS!"

HELLO, SWEETS! I'M GLAD YOU DIDN'T KEEP ME WAITING LONG!

--BUT YOUR FIRE-ESCAPE TRAP DIDN'T SLOW ME DOWN FOR AN INSTANT!

SILLY! I DIDN'T EXPECT IT TO!

THAT WAS PRETTY CUTE, CAT--

I KNEW THAT YOU'D BE EXPECTING SOMETHING SNEAKY FROM ME, SO I THOUGHT WE'D GET IT OUT OF THE WAY, FIRST THING!

I...I'D LIKE TO TALK.

YOU'LL GET YOUR CHANCE, KITTY! BUT I'M NOT LETTING GO UNTIL YOU'RE BEHIND BARS!

I CAN'T LET THAT HAPPEN, LOVE!

YOU UNDER-STAND, DON'T YOU?

CAT, I DON'T KNOW IF I UNDER-STAND *ANY-THING* THAT YOU DO!

OH!

HOWEVER, I *DO* KNOW THAT YOUR LITTLE JUDO FLIPS WON'T DO YOU MUCH GOOD AGAINST A FELLA WHO CAN STICK TO WALLS!

DON'T WORRY, THOUGH-- I WON'T LET YOU FALL AND SMEAR YOUR MASCARA!

WOW! AS AGILE AS I AM, HE'S STILL SO MUCH BETTER! AND THAT JUMP--! WE'LL CLEAR THREE STORIES AT THE VERY LEAST!

NOW...YOU WANT TO TALK? FINE, I'M ALL EARS! BUT I'M STILL GOING TO BE HOLD-ING ON TIGHT!

MMM! ACTUALLY, I DON'T MIND *THAT*... AS LONG AS YOU'RE GENTLE!

VERY FUNNY, CAT.

PLEASE DON'T BE MAD AT ME. I KNOW I USED YOU THE LAST TIME WE MET--

--BUT I WASN'T ABOUT TO ROT IN PRISON THE WAY DADDY DID!

OH, I KNOW WHAT YOU'RE THINKING..."SHE *IS* DINGY, AFTER ALL--TERMINALLY HUNG-UP OVER HER FATHER!"

WELL, YOU'RE WRONG!

ACTUALLY, I HARDLY KNEW MY FATHER! I MOSTLY LEARNED ABOUT HIM SECOND-HAND! BUT STILL, I WAS PROUD OF HIM --HE WAS THE BEST CAT BURGLAR THERE WAS!

THAT'S WHY I BECAME THE BLACK CAT...TO CARRY ON THE FAMILY TRADITION. BESIDES, IT'S A KICK!

THAT'S JUST WONDERFUL! THE PEOPLE YOU BURGLE MUST BE OVERJOYED TO HELP YOU GET YOUR KICKS!

DON'T BE SO SARCASTIC! I NEVER STOLE FROM ANYONE WHO COULDN'T AFFORD IT! MAINLY, I HIT THE ROBBER BARONS!

FOR INSTANCE, I BOOSTED A WONDERFUL PAINTING LAST NIGHT--!

I HAVEN'T HEARD OF ANY STOLEN PAINTING!

THAT'S BECAUSE IT WAS *ALREADY* HOT, SILLY! I STOLE IT FROM A MAGGIA CRIME-BOSS! HE DESERVED TO BE RIPPED OFF!

BUT THAT DOESN'T MATTER, LOVE! *WE*'RE WHAT MATTERS! I NEVER STOPPED THINKING ABOUT YOU!

C'MON, YA BIG HUNK! ROLL UP THAT MASK AND GIVE ME A KISS!

SORRY, CAT! EVEN IF I COULD GO ALONG WITH YOUR FLAKEY ROBIN HOOD ACT--WHICH I CAN'T --IT WOULDN'T WORK OUT FOR US!

I THOUGHT YOU MIGHT SAY THAT! OKAY, IF IT WILL HELP OUR RELATION-SHIP, I'LL GO STRAIGHT

WELL?!

SAY SOMETHING! I WOULDN'T GIVE UP MY CAREER FOR JUST ANY GUY, YOU KNOW!

I'M SERIOUS! I'LL EVEN SURRENDER THE PAINTING!

I...DON'T KNOW WHAT TO SAY!

NO, WE'RE NOT!

GIVE IT A CHANCE! WE'RE A LOT ALIKE, AFTER ALL!

BE HONEST WITH YOUR-SELF! JUST WHY DO YOU PLAY SPIDER-MAN, ANY-WAY?

WELL,..I HAVE THESE POWERS ...AND A RES-PONSIBILITY TO USE THEM...

WELL... YEAH.

IT'S ALSO A KICK TO BE SPIDER-MAN, ISN'T IT?

I REST MY CASE!

LET'S CALL A TRUCE AND SEE WHAT DEVELOPS!

I CAN'T DO THAT, FELICIA. IF YOU'RE SERIOUS ABOUT GOING STRAIGHT, YOU'LL HAVE TO TURN YOURSELF IN!

OH, POOH! I THOUGHT YOU MIGHT SAY *THAT*, TOO!

HEY, WHAT THE--?!

BYE-BYE, LOVE!

FELICIA!!

GATHERING HIS WITS, THE STUNNED SPIDER-MAN LEAPS AFTER THE BLACK CAT, ONLY TO FIND...

SHE'S GONE!

I DON'T BELIEVE IT! SHE COULDN'T POSSIBLY HAVE LANDED SAFELY AND GOTTEN AWAY SO QUICKLY, UNLESS...

...SHE'D PLANNED SOME SORT OF ESCAPE TRICK IN ADVANCE.

THAT'S ONE VERY CRAFTY LADY!

EH? WHAT'S THIS ON THE GROUND?

SORRY, BUT JAIL WOULDN'T LOOK GOOD ON ME!

FELICIA LEFT ME A PEACE OFFERING! I'LL BET THAT PAINTING SHE MENTIONED IS INSIDE THIS TUBE!

A PARTY, HUH?

Sweets—
Think over my offer--seriously! I'll be at Phil Bradshaw's costume party tomorrow night at 8, at the Empire Ballroom! Meet me?
XXX
Black Cat

SOON, AT A MIDTOWN POLICE PRECINCT HOUSE...

WELL, I'LL BE--! EHRENREICH'S "LONELY PEASANT"! THIS WAS FILCHED FROM A FRENCH GALLERY OVER A MONTH AGO!

RUMOR HAD IT THAT A LOCAL MAGGIA HONCHO--PHIL BRADSHAW--WAS TRYING TO GET IT FOR HIS COLLECTION.

BRADSHAW? THE GUY WHO'S HOSTING THE BASH AT THE EMPIRE BALLROOM?

THE SAME!

HOW'D YOU GET YOUR HANDS ON THIS?

I...UM...FOUND IT IN AN ALLEY!

ALL RIGHT, SO *DON'T* TELL ME!

BUT LET ME GIVE YOU SOME ADVICE...

THIS PARTY IS JUST A FRONT FOR A MAJOR UNDERWORLD MEETING. STAY AWAY FROM IT!

WHY, CAPTAIN! DO I LOOK LIKE THE KIND OF GUY WHO'D CRASH A PARTY?

THE NEXT NIGHT, THE EMPIRE BALLROOM IS ALIVE WITH COSTUMED MERRY-MAKERS, MOST OF WHOM ARE UNAWARE OF THE PARTY'S TRUE PURPOSE...

YEAH, IT *IS* A NEAT COSTUME--BUT IT'S HOTTER THAN THE DICKENS IN HERE!

WHY CAN'T WE GO SOMEWHERE AFTER THE PARTY?

WE JUST CAN'T, THAT'S ALL!

AND SOON, OVER BY THE PUNCHBOWL...

THERE YOU ARE! I'VE BEEN LOOKING ALL OVER FOR YOU!

WELL, YOU'VE FOUND ME! WANT SOME PUNCH?

MAYBE LATER! MMMM, I'M GLAD YOU CAME!

RIGHT NOW, I'M GLAD I CAME, TOO!

HOW ABOUT A BIG KISS, LOVER?

LADY, YOU DON'T HAVE TO ASK TWICE!

OH! YOU CAN'T BE--! THAT IS, I--!

HENRY!

A LIKELY STORY! C'MERE, YOU WORM!

SHIRLEY?! B-BUT I THOUGHT THIS LADY WAS YOU! WITHOUT MY GLASSES--!

I'VE BEEN ACROSS THE BALLROOM THREE TIMES, AND THAT WAS THE ONLY SPIDER-MAN AROUND!

HE'S NOT GOING TO SHOW, DARN IT!

HEY, DON'T LOOK SO DOWN, LITTLE LADY!

HERE, HAVE A CUP ON THE OL' JAWA! IT'S GOOD FOR WHAT AILS YOU!

THANKS, BUT I...

>?!?<

YOU!

WHY SO SURPRISED? THIS *IS* A COSTUME PARTY!

CARE TO DANCE?

AND SO...

YOU DANCE DIVINELY, SIR!

I'M NO FRED ASTAIRE, BUT I'LL GET BY.

I SUPPOSE YOU KNOW THAT THIS PLACE IS CRAWLING WITH UNDERWORLD TYPES?

UH-HUH! THAT WAS THE WHOLE POINT OF INVITING YOU HERE! I WANT TO SHOW YOU HOW HELPFUL I CAN BE TO YOUR CAREER!

HELPFUL? HOW?

WATCH!

YOO-HOO, MR. BRADSHAW! I JUST LOVE YOUR PARTY!

OH, NO! DON'T TELL ME--!

IT'S ALMOST AS LOVELY AS "THE LONELY PEASANT"!

WHAT?!

YES, IT LOOKED SO BEAUTIFUL ON MY WALL!

YOU'VE JUST MADE A BIG MISTAKE, CHIPPIE!

WE ALL MAKE MISTAKES, CHUCKLES.

LET GO OF THE LADY!

LISTEN, YOU, BUTT OUT OF THIS, OR...OR...

OR WHAT?

OMIGOD.

IT'S SPIDER-MAN!!

THE CRIME-LORD'S STARTLED CRY CUTS THROUGH THE CROWD NOISE LIKE A HOT KNIFE THROUGH BUTTER --AND A HALF-DOZEN MEN REACT INSTANTLY!

HEY, THAT WAS A RENTED COSTUME! YOU WANT ME TO LOSE MY DEPOSIT?

BDAM

BDAM

PTOW

POW

PHUT

PHUT

BDAM

ALMOST AS QUICKLY, THE NON-GANG MEMBERS OF THE PARTY ALSO REACT...

LEMME OUTTA HERE!!

WHILE, BACK IN THE BALLROOM...

WHO LET YOU GUYS IN THE SUITS IN HERE?

DIDN'T ANYONE TELL YOU THAT THIS WAS A COSTUME PARTY?

WOPP

WHUD

WUNK

I *KNEW* THIS WAS A GOOD IDEA!

NOW I CAN REALLY RELATE TO WHAT YOU DO, LOVER!

I DIDN'T NEED THIS!

CAT, GET OUT OF HERE!

IT ISN'T AS EASY AS IT LOOKS! THESE GOONS ARE PLAYING FOR KEEPS! THIS IS NO PLACE FOR AN AMATEUR!

JUST BECAUSE I'M NOT GETTING PAID IS NO REASON TO CALL ME AN AMATEUR! I DON'T SEE ***YOU*** DRAWING A PAYCHECK!

BESIDES, I'M HAVING A BALL ...PARTNER!

YIPEE!

THIS IS NO GOOD! IF I HAVE TO WATCH OUT FOR HER, SHE'LL GET US BOTH KILLED! ONLY ONE THING TO DO--!

OH, ***NO!*** SPIDER-MAN, LOOK--

--OUT.

WAM

THA-

I DIDN'T SEE YOU UNTIL IT WAS TOO LATE!

MY SPIDER-SENSE WARNED ME IN PLENTY OF TIME TO AVOID THAT COLLISION, BUT IT WAS THE ONLY WAY TO TAKE THE WIND OUT OF HER SAILS!

NOW YOU KNOW WHY I LIKE TO WORK ALONE!

IT APPEARS THAT THE TWO OF YOU HAVE MADE ANOTHER MISTAKE... A SERIOUS ONE!

WHAT'LL WE DO, LOVE?

WHEN YOU SEE ME MOVE-- DUCK!

SUDDENLY...

HEY!

B-BOSS!

THWAP

THWAP

H-HE GOT BOTH OF 'EM WITH THAT WEBBING OF HIS! I NEVER SAW ANYONE MOVE SO FAST IN MY LIFE!

AND IN THE NEXT INSTANT, SPIDER-MAN SENDS THE BRIGHTLY-GARBED THUGS SAILING TOWARDS THE FAR WALL...

KRUMP

I CAN'T LET HIM GET ME! GOTTA MAKE A BREAK FOR IT!

FUNNY, HE SEEMS TO BE IGNORING ME!

EXIT

HELLO THERE, MR. BRADSHAW!

HUH?

BEAUTIFUL NIGHT FOR A RAID, ISN'T IT?

IS THAT AN ILLEGAL HANDGUN YOU'RE CARRYING? GOOD! THAT MORE THAN JUSTIFIES OUR SEARCH WARRANT!

READ HIM HIS RIGHTS, BOYS!

YOU WON'T HOLD ME! YOU WOULDN'T HAVE EVEN CAUGHT ME, IF I HADN'T BEEN TRYING TO ESCAPE THOSE COSTUMED CREEPS!

COSTUMED CREEPS!

CAPTAIN-- LOOK!

SO SPIDER-MAN DIDN'T TAKE MY ADVICE!

NOT THAT I'M SURPRISED! HE...*WHAT?!*

Compliments of your friendly neighborhood Spider-Man...

...and the Black Cat

"AND THE *BLACK CAT?!*"

SO THAT'S WHY YOU DIDN'T STOP BRADSHAW! YOU KNEW ABOUT THIS RAID!

I SUSPECTED IT WAS PLANNED! I DIDN'T KNOW IT WOULD COME OFF!

I NEVER KNOW WHAT TO EXPECT WHEN YOU'RE AROUND!

DON'T BE MAD! I ONLY WANTED TO HELP! AND, ANYWAY, THINGS *DID* TURN OUT RIGHT!

NOW ARE YOU CONVINCED THAT I WANT TO GO STRAIGHT?

WE HAVE TO TALK MORE ABOUT THAT!

WHY DON'T WE KISS FIRST?

FELICIA, BE SERIOUS! I...YOU... THAT IS...

AW, WHAT THE HECK!

OKAY, WHO SAYS WE NEVER GIVE YOU A HAPPY ENDING? AND, IF YOU THINK ***THIS*** IS SOMETHING, WAIT'LL YOU READ NEXT ISSUE'S STORY...

GOIN' STRAIGHT!

60¢ | 227 APR 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

THE SHOCKING, HEART-WRENCHING BATTLE OUR HERO CAN'T BEAR TO WIN!

SPIDER-MAN VERSUS THE BLACK CAT!

J.R.JR.+GIACOIA

STAN LEE PRESENTS: A SURPRISING TWIST IN THE LIFE OF THE AMAZING SPIDER-MAN!

GOIN' STRAIGHT!

I KNOW I SHOULDN'T LET THESE THINGS BOTHER ME, BUT THIS MORNING'S HEADLINE IN THE *DAILY BUGLE* REALLY MADE MY BLOOD BOIL!

SOMEBODY'S GOING TO ANSWER FOR THIS!!

ROGER STERN
WRITER

JOHN ROMITA JR. & JIM MOONEY
ARTISTS

JOE ROSEN
LETTERER

BOB SHAREN
COLORIST

TOM DEFALCO
EDITOR

JIM SHOOTER
EST. 1951

ANGRY OR CALM, THERE'S NO ONE QUITE LIKE THE AMAZING **SPIDER-MAN!**

HIS BODY CHEMISTRY RADICALLY ALTERED BY THE BITE OF A RADIOACTIVE SPIDER, THIS SPECTACULAR COSTUMED ADVENTURER COVERS WHOLE CITY BLOCKS IN THE SPACE OF A FEW HEARTBEATS!

HIS BALANCE AND AGILITY ARE SECOND TO NONE, AS HE PROPELS HIMSELF OVER THE MANHATTAN ROOFTOPS WITH MUSCLES POSSESSING THE PROPORTIONATE STRENGTH OF A SPIDER!

THWIP

AND WHEN HE'S IN A HURRY, WOE BE UNTO THOSE WHO GET IN HIS WAY!

OH, *FINE!* MY SPIDER-SENSE IS WARNING ME OF DANGER, COMING FROM SOMEWHERE...

AVERN PUB

...DOWN BELOW!

I'M WARNING YA-- DON'T TELL THE COPS WHAT I LOOK LIKE, OR I'LL BE BACK!

THIS WOULD HAVE TO HAPPEN NOW! I DON'T HAVE TIME TO WASTE, STOPPING A HOLD-UP!

STILL, THAT IDIOT *DOES* HAVE A GUN! IF I DON'T STOP HIM, SOMEBODY COULD GET HURT!

LETTING GO OF HIS WEB-LINE, SPIDER-MAN DROPS TO THE PAVEMENT BELOW...

...AND, MERE SECONDS LATER, HE BOUNDS BACK TO THE ROOFTOPS!

WELL, THAT DIDN'T TAKE LONG AFTER ALL!

THWIP

I DID GET A LITTLE CARRIED AWAY, THOUGH... WASTED NEARLY HALF A CARTRIDGE OF WEB-FLUID ON THAT GOON!

HOLEE--! I DON'T BELIEVE IT, MAN! HE WAS *HERE*-- SPIDER-MAN HIMSELF!

SWOOPED DOWN OUTTA THE SKY... SLAPPED THE GUN OUTTA YOUR HAND ...AND STUCK YA TO THE WALL BEFORE I COULD EVEN CATCH MY BREATH!

THEN, I BLINKED AND HE WAS GONE! MAN, I JUST DON'T BELIEVE IT!

BELIEVE IT--*BELIEVE IT!*

SOME TWENTY BLOCKS TO THE NORTH IS THE MIDTOWN POLICE PRECINCT HOUSE WHICH IS UNDER THE COMMAND OF CAPTAIN JEAN DEWOLFF.

SPIDER-MAN IS THERE IN A MATTER OF MINUTES...

THERE SHE IS... GOING OVER HER MORNING REPORTS.

SHE'D BETTER BE ABLE TO COME UP WITH AN EXPLANATION FOR THIS!

HEY, CAPTAIN-- WHEN ARE YOU GOING TO GIVE UP SMOKING? YOU KNOW IT'S NOT DOING YOUR LUNGS ANY GOOD!

WHO--?

OH, IT'S YOU!

THE ONE AND ONLY! YOU REALLY SHOULD LOCK YOUR WINDOWS, CAPTAIN!

BUT I'M FORGETTING MYSELF! THIS ISN'T A SOCIAL VISIT, LADY! I HAVE A BONE TO PICK WITH YOU!

ARE YOU THE "INFORMED SOURCE" WHO GAVE THE *BUGLE* THIS STORY?

DAILY BUGLE

SPIDER-MAN CRASHES UNDERWORLD PARTY

CRIME-LO APPREC

I AM. WHAT'S YOUR BEEF? THAT'S ONE OF THE BEST HEADLINES YOU EVER GOT FROM THE *BUGLE*. DON'T YOU LIKE GOOD PUBLICITY?

I CAN TAKE IT OR LEAVE IT!

I WANT TO KNOW WHY THERE'S NO MENTION OF THE *BLACK CAT* IN THAT STORY! SHE GOT ME INTO THAT FRACAS--AND HELPED ME CLEAN HOUSE!

BECAUSE, YOU WEB-HEADED DOPE, SHE'S A WANTED FELON! HAVE YOU FORGOTTEN THAT SHE BROKE OUT OF A STATE MENTAL HOSPITAL LAST WEEK?! THE WOMAN'S DANGEROUS!

I APPRECIATE YOUR CONCERN, CAPTAIN -- BUT THE CAT ISN'T AS BAD AS YOU THINK! SHE SINCERELY WANTS TO GO STRAIGHT!

HOW DO YOU KNOW THAT?

I... JUST KNOW. I TRUST HER!

YOU'RE CRAZY!

I'M TELLING YOU THE TRUTH! GIVE HER A CHANCE, SHE'LL GO STRAIGHT!

WHAT DO YOU WANT ME TO DO? ARRANGE AN AMNESTY FOR HER? FOR THE MOST NOTORIOUS CAT BURGLAR ON THE EAST COAST?!

NO WAY!!

LISTEN, YOUR REP WITH THE DEPARTMENT IS SHAKY AT BEST! IF YOU GOT OUT ON A LIMB FOR THE BLACK CAT--

YOU DELIBERATELY KEPT HER NAME OUT OF THE PAPERS! WHY?

YOU CAN'T AFFORD TO HAVE YOUR NAME LINKED WITH HERS!

--YOU COULD WIND UP ON THE *WANTED* LIST YOURSELF! IS THAT WHAT YOU WANT?

FOR A MOMENT, SPIDER-MAN IS SILENT. AND THEN...

SORRY I WASTED YOUR TIME, CAPTAIN!

BLASTED HOT-HEAD! WHAT DID HE EXPECT?

I CAN'T RECOMMEND AN AMNESTY FOR EVERY FELON WHO COMES CRYING AT THE DOOR. THE DISTRICT ATTORNEY WOULD HAVE MY HEAD!

HMMM...

...I'LL BET SPIDER-MAN KNOWS WHERE THE BLACK CAT IS HIDING! I HAVE GROUNDS TO HAUL HIM IN FOR SUSPICION OF HARBORING A FUGITIVE.

I OUGHT TO CALL OUT AN *ALL POINTS BULLETIN* ON HIM!

YEAH... I *OUGHT* TO, BUT I WON'T.

MULDOON? GET ME THE DISTRICT ATTORNEY'S OFFICE... I'LL HOLD!

MEANWHILE...

NOTHING LIKE STARTING THE DAY ALIENATING ONE OF THE FEW FRIENDS I HAVE ON THE POLICE FORCE! OH, WELL...

...MAYBE DEWOLFF'S RIGHT! MAYBE I AM CRAZY TO TRUST THE CAT! AFTER ALL, SHE DID PLAY-ACT HER WAY INTO A MENTAL HOSPITAL TO AVOID PRISON!*

*AS REVEALED LAST ISSUE!

MAYBE SHE DOESN'T REALLY CARE FOR ME... AT LEAST, NOT AS MUCH AS SHE CLAIMS!

SHE *DID* SEEM TO COME ON TO ME PRETTY STRONGLY!

BUT THEN, MARY JANE WATSON ALWAYS CAME ON STRONG WITH PLAIN OL' PETER PARKER... AT LEAST, SHE DID BEFORE WE BROKE UP. SOME LADIES ARE JUST LIKE THAT, I GUESS.

WOMEN! I THOUGHT DEBRA WHITMAN WAS INTERESTED IN ME, BUT SHE KEEPS DATING SOME PREPPIE JERK!

AND MARCY KANE--! I DON'T KNOW *WHERE* SHE'S COMING FROM!

I HAVEN'T *REALLY* BEEN ABLE TO KEEP ANY ROMANCE GOING SINCE...WELL, SINCE GWEN STACY DIED.

IT STILL HURTS TO THINK OF HER DEATH.

WILL I EVER LOVE ANYONE...THE WAY I LOVED GWEN?

NO, I HAVE TO STOP THINKING THAT WAY! GWEN IS GONE, AND NOTHING I CAN DO WILL CHANGE THAT!

DWELLING ON THE PAST DOES NO ONE ANY GOOD!

THE BLACK CAT IS BRIGHT AND ATTRACTIVE... AND SHE SEEMS GENUINELY ATTRACTED TO ME!

THWIP

MAYBE SHE'S THE WOMAN WHO WAS MEANT FOR ME.

MAYBE.

SHORTLY, AT A LUXURY APARTMENT ON THE EAST SIDE OF THE CITY...

...FELICIA HARDY-- THE BLACK CAT-- RELAXES WHILE SHE PLANS THE NEXT PHASE OF HER LIFE.

MMM...YES! THIS WOULD BE JUST DELICIOUS! I WONDER WHAT SPIDER WILL THINK OF IT?

DOESN'T ANYONE IN THIS TOWN LOCK THEIR WINDOWS?

WHAT?!

PRIVATE JOKE.

I'VE MISSED YOU, KID.

I'VE MISSED YOU, TOO! WE'VE ONLY BEEN APART FOR A FEW HOURS, BUT IT SEEMED LIKE DAYS!

I'VE ALREADY STARTED MAKING PLANS FOR US!

PLANS? FELICIA, I HOPE YOU'RE NOT STILL THINKING OF BECOMING MY PARTNER!

NO, YOU SHOWED ME THAT WON'T WORK... SO I'VE COME UP WITH SOMETHING BETTER!

LOOK...THIS STATUETTE IS CALLED "QUEST'S END"! IT'S SOLID GOLD WITH A FLAWLESS RUBY! IT WAS STOLEN FROM A WEST COAST MUSEUM LAST YEAR--

--BUT I'VE FOUND IT... RIGHT HERE IN THE CITY!

DO YOU WANT ME TO NAB THE GUY WHO STOLE IT?

OF COURSE NOT, SILLY! THIS IS GOING TO BE OUR NEST EGG!

OUR... NEST EGG?

SURE...TO HELP US SET UP HOUSEKEEPING! I THOUGHT THAT--

--OH!

YOU'RE CRAZY IF YOU THINK I'D LET YOU PULL ANOTHER JOB!!

BLAST IT, FELICIA, I SPENT THE MORNING TRYING TO CONVINCE THE POLICE THAT YOU'RE GOING STRAIGHT.

IS THIS THE THANKS I GET?

--DID THE POLICE BELIEVE YOU?

NO...THEY DIDN'T. BUT *I* BELIEVED ME.

FELICIA, YOU PROMISED ME YOU'D GO STRAIGHT.

ALL RIGHT, I'M A BAD LITTLE GIRL, BUT TELL ME THIS--

I-I KNOW. I GUESS OLD HABITS DIE HARD.

I LET YOU DOWN, DIDN'T I?

YEAH. THAT YOU DID, LADY.

OH, HONEY... HONEY, I'M SORRY! I DIDN'T THINK YOU'D BE SO UPSET OVER ONE LAST JOB.

MAYBE THIS WAS A MISTAKE, FELICIA.

IF YOU DON'T KNOW ME BETTER THAN THAT I REALLY CAN'T SEE US BEING A COUPLE!

OH, NO! PLEASE! I'LL FORGET ALL ABOUT "QUEST'S END"!

FELICIA--!

NO, DON'T SAY ANYTHING, LOVE! JUST... KISS ME!

I DON'T KNOW WHICH OF US IS MORE MIXED UP, BUT WHEN I HOLD HER LIKE THIS... EVERYTHING SEEMS SO RIGHT!

WHEN AM I GOING TO SEE THE REST OF THAT FACE, LOVER?

HEY!

I THOUGHT YOU LIKED YOUR MEN TO BE MYSTERIOUS!

I DO! BUT YOU KNOW ALMOST EVERYTHING ABOUT ME--AND I DON'T EVEN KNOW WHERE YOU LIVE.

THIS IS SOMETHING WE'LL HAVE TO TALK ABOUT, BUT NOW IS NOT THE TIME.

HOW ABOUT IF I DROP BY AROUND NINE TONIGHT?

ALL RIGHT, LOVE.

I CAN SEE WHERE THIS WON'T BE AN EASY RELATIONSHIP... NOT WHEN MY MAN MIGHT BOLT OUT THE WINDOW AT ANY GIVEN MOMENT!

MMM, BUT HE'S CERTAINLY WORTH CHANGING MY LIFESTYLE OVER! I'VE NEVER FELT SO GOOD ABOUT ANYTHING IN MY LIFE!

SHE HAS A POINT THERE. I ASKED MARY JANE TO MARRY ME ONCE AND I NEVER TOLD HER I WAS SPIDER-MAN. COULD I EVER TRUST FELICIA ENOUGH TO--?

LA-DE-DAH-DE-DAH!

ALL YOU NEED IS LOVE, LOVE--

--LOVE IS...ALL ...YOU... NEED?

COME ON, FELICIA! LOVE IS ALL YOU NEED, ISN'T IT?

MINUTES LATER, IN THE MIDDLE OF MANHATTAN'S GREENWICH VILLAGE, THE STUDENTS OF EMPIRE STATE UNIVERSITY HURRY FROM CLASS TO CLASS--

--AS ONE PARTICULAR GRAD STUDENT MAKES HIS OWN UNIQUE ENTRANCE!

WOW, IT'S TEN-THIRTY ALREADY! TIME PASSES SO QUICKLY WHEN I'M WITH FELICIA! GOOD THING I DIDN'T HAVE ANY LAB GROUPS THIS MORNING! OTHERWISE, I'D BE TERMINALLY LATE!

AT LEAST MY NEW SHOULDER BAG IS WHERE I LEFT IT... AND THE WEBBING I COVERED IT WITH IS EVAPORATING RIGHT ON SCHEDULE! ONE OF THESE DAYS, I'LL HAVE TO PATENT MY WEB-FLUID!

THERE MAY NOT BE A MARKET FOR A SUPER-STRONG ADHESIVE WHICH ONLY HOLDS FOR AN HOUR--

--BUT SOMEDAY... WELL, WHO KNOWS?

PULLING HIS STREET CLOTHES FROM THE BAG, SPIDER-MAN CHANGES TO PETER PARKER IN A SELDOM-USED STAIRWELL. AND THEN...

MET HER ON A MONDAY AND MY HEART STOOD STILL...

STAIRS

FUNNY! I KEEP GETTING THE FEELING THAT I WAS SUPPOSED TO DO SOMETHING TODAY, BUT FOR THE LIFE OF ME I CAN'T REMEMBER WHAT!

♪GOOD MORNING, MARCY... DEB!♪

WELL, LOOK WHO FINALLY DRAGGED IN! GET YOUR PAPER FINISHED, PETER?

PAPER? OH, THANKS FOR REMINDING ME, MARCY--I'D BETTER START TYPING!

DEBRA, I CAN'T BELIEVE HE'S SO BLASÉ--THAT PAPER IS HALF OF HIS MIDTERM GRADE! HAS HE LOST HIS MIND?

I DON'T KNOW, MARCY! I'VE NEVER SEEN HIM LIKE THIS BEFORE!

AH! THERE ARE MY NOTES, WHERE I LEFT THEM ON MY DESK!

I WOULD HAVE HAD THIS PAPER DONE LAST WEEK, IF I HADN'T SPENT SO MUCH TIME PLAYING SPIDER-MAN!

BUT THERE'S NO TIME FOR RECRIMINATIONS NOW! IT'S DO OR DIE!

WITH A FRESH SHEET OF PAPER IN HIS SMITH-CORONA--

--THE BRILLIANT YOUNG SCIENCE STUDENT BEGINS TO TYPE, HIS HEAD PERIODICALLY BOBBING TO THE SIDE, SCANNING HIS COPIOUS NOTES.

AND, TWO HOURS LATER...

PARKER?

HERE'S MY PAPER ON RECOMBINATIVE *DNA*! FASCINATING STUFF... I'M THINKING OF DOING MY THESIS ON IT!

AFTERNOON, DR. SLOAN!

ZRITCH

REALLY? YOU *DO* HAVE IT DONE? YOU SURPRISE ME, SON! SEE IF YOU CAN KEEP IT UP!

WHEW! I CUT IT A LITTLE CLOSE THERE, BUT I HAVEN'T BEEN SO CONFIDENT ABOUT A PAPER SINCE MY FRESHMAN YEAR!

RIGHT NOW, I THINK I COULD DO ANYTHING!

CONGRATULATIONS, PETE! I DON'T KNOW WHO'S MORE IMPRESSED BY THAT LAST-MINUTE SAVE...OL' DOC SLOAN OR *ME!*

WHY, PHILIP CHANG! ARE YOU SAYING THAT YOU DOUBTED MY ABILITIES?

YOUR ABILITIES, NO...YOUR PSYCHE, *YES!* MARCY TOLD ME THAT YOU STARTED THAT PAPER THIS MORNING.

NORMALLY, YOU'D BE SO KEYED UP THAT YOU COULDN'T TYPE YOUR NAME, MUCH LESS A PAPER!

AH, YOU'RE TALKING ABOUT THE *OLD* PETER PARKER, PHIL!

YOU DO SEEM DIFFERENT TODAY...HAPPIER OR SOMETHING! WHAT HAPPENED? YOU FIND YOURSELF A LADY?

WELL...

YOU SNEAKY DEVIL! WHO IS SHE?

COME NOW, PHIL! A GENTLEMAN DOESN'T KISS AND TELL!

8:45 PM:

THE NEAR-SILENT WHOOSH OF A PROJECTILE LAUNCHER SENDS A GRAPPLING HOOK SLICING THROUGH THE NIGHT AIR--

*--AND THE **BLACK CAT** IS ON THE PROWL AGAIN!*

HER RESEARCH HAS BEEN MOST THOROUGH! SHE KNOWS EXACTLY WHAT KIND OF LOCKS STAND IN HER WAY...

...AND WHAT SECURITY SYSTEMS SHE MUST AVOID!

WITH THE GRACE OF HER NAME-SAKE, SHE NIMBLY BOUNDS ACROSS THE PLUSH LIVING QUARTERS TOWARD HER GOAL...

...A VERY EXCLUSIVE ART GALLERY!

THERE IT IS!

"QUEST'S END!" RIGHT OUT IN THE OPEN, TOO! BUT, IF I SET ONE DAINTY FOOT ON THAT FLOOR, EVERY ALARM IN THE PLACE WILL GO OFF!

OF COURSE, THERE'S NO NEED TO SET FOOT ANYWHERE!

WITH PRACTICED EASE, THE CAT HURLS HER WEIGHTED CABLE AT THE GALLERY'S CEILING--

PLAP

--ITS ADHESIVE-FILLED BALL BREAKING AND STICKING ON CONTACT!

THE STICKUM I BOUGHT MIGHT NOT BE AS STRONG AS *SPIDER'S* WEB, BUT IT'LL DO THE TRICK!

AND WITH "QUEST'S END" TUCKED SAFELY IN MY BAG...

NOW, I JUST SUBSTITUTE THIS PREPARED COUNTERWEIGHT FOR THE STATUETTE... AH YES, INDIANA JONES COULDN'T DO IT BETTER!

...I'M AWAY, FREE AND CLEAR!

FANCY MEETING YOU HERE!
OH!
I DROPPED BY YOUR PLACE A LITTLE EARLY, FELICIA.
YOU WEREN'T THERE, BUT THE PLANS TO THIS PLACE WERE ALL OVER THE TABLE.
FELICIA! YOU GAVE ME YOUR WORD THAT YOU WERE GOING STRAIGHT!
I LET YOU DOWN AGAIN. I...I'M SORRY.
DON'T BE MAD AT ME. I'LL PUT THE STATUETTE BACK!
WE'LL PUT IT BACK! AND THEN, WE'RE GOING TO HAVE A LONG, SERIOUS DISCUSSION!
WHATEVER YOU SAY, LOVER-- BUT YOU'D BETTER LET ME LEAD THE WAY PAST THE SECURITY DEVICES!
FOR INSTANCE, YOU HAVE TO SLIP BETWEEN THESE ELECTRIC-EYE BEAMS!
THINK YOU CAN MAKE IT?
DON'T BE FUNNY! YOU KNOW I CAN!
BUT...
WHAT THE HEY?! WHY IS MY SPIDER-SENSE BUZZING A WARNING? THE BLACK CAT'S NO DANGER TO ME...
...AND SHE HOPPED INTO THE ROOM WITHOUT SETTING OFF ANYTHING, SO IT CAN'T BE --
--THAT.
THAP
DINGA-DINGA-DINGA
OOPS! I FORGOT TO WARN YOU... STEPPING ON THE FLOOR WILL TRIGGER A WHOLE SET OF ALARM SENSORS!
WHAT?!

LOOK OUT BEHIND YOU!

THOSE DOORS ARE SOLID STEEL! THE OWNER OF THIS PLACE TAKES NO CHANCES!

THOOM

WHAT IN BLAZES DO YOU THINK YOU'RE DOING?!?

I DID SOME HEAVY THINKING THIS AFTERNOON, LOVE. NO ONE'S EVER GOING TO BELIEVE THAT I'D GO STRAIGHT!

THE ONLY WAY WE CAN MAKE A GO OF IT IS IN MY...LINE OF WORK! I HAD HOPED YOU'D SHOW UP! WE'RE IN THIS TOGETHER NOW!

YOU'D MAKE ME A CRIMINAL?!

MOST OF THE PUBLIC THINKS YOU ALREADY ARE ONE! BESIDES WE'D BE MORE LIKE ROBIN HOOD! I TOLD YOU BEFORE THAT "QUEST'S END" WAS STOLEN!

UH-OH! MY SPIDER-SENSE WARNING BUZZ IS GETTING MORE INTENSE!

COME ON! WE'RE GETTING OUT OF HERE!

DON'T BE GOING ON *OUR* ACCOUNT!

TOO LATE!

I BELIEVE THE YOUNG LADY HAS SOMETHING OF MINE. SHE'S QUITE WRONG ABOUT IT BEING STOLEN-- MY BOYS PURCHASED "QUEST'S END" FOR ME QUITE LEGITIMATELY!

YA WANT US TO WASTE 'EM, MR. GALVAGNO?

THE ONLY THING YOU'D WASTE WOULD BE BULLETS, CYRIL. I'M SURE SPIDER-MAN COULD DANCE ALL AROUND YOU.

ON THE OTHER HAND, HE AND THE LADY ARE STEALING SOMETHING WHICH IS RIGHTFULLY MINE!

THE LAST TIME I CHECKED, BURGLARY WAS STILL AGAINST THE LAW!

ALL RIGHT, GALVAGNO, MAYBE YOU DIDN'T STEAL THE STATUETTE, BUT IT WAS STILL BOUGHT WITH DIRTY MONEY!

THAT ARGUMENT WON'T IMPRESS THE POLICE, MY DEAR!

THERE'S NO NEED TO INVOLVE THE LAW IN THIS! IF YOU JUST BACK OFF, WE'LL DROP THE STATUE AND LEAVE!

YOU'RE QUITE RIGHT, SPIDER-MAN. THERE'S NO NEED TO INVOLVE THE LAW...

...NO NEED AT ALL!

KLIK

WITH THE PRESS OF A REMOTE SWITCH--

--A BANK OF AUTOMATED MACHINE-GUNS ROAR TO LIFE, PEPPERING THE ROOM WITH STEEL-JACKETED DEATH!

BUDA BUDA BUDA BUDA BUDA

YEOW! IF NOT FOR MY EARLY-WARNING BUZZ, EVEN THE OL' SPIDER-SPEED WOULDN'T HAVE BEEN ENOUGH TO SAVE THE BOTH OF US!

PTOW

PTOW-TOW-TOW

THAT WAS PRETTY FAST THINKIN', MR. GALVAGNO! YOU'LL BE THE *KINGPIN'S* FAIR-HAIRED BOY WHEN THE WORD GETS OUT THAT YOU ACED BOTH THE BLACK CAT AN' SPIDER-MAN!

DON'T BE SO FAST WITH THE PRAISE, SHINER! THE KINGPIN OF CRIME'S BEEN TRYING TO PUT SPIDER-MAN AWAY FOR YEARS! I CAN'T BELIEVE I'M DOING IT SO EASILY!

THIS WOULD BE A LOT EASIER IF I ONLY HAD TO WORRY ABOUT MY OWN HIDE... I'D JUST BOUNCE OUT OF HERE! BUT FELICIA'S NOT FAST ENOUGH! I HAVE TO BUY US SOME TIME!

THWIP

THWIP

IN AN INSTANT, SPIDER-MAN'S AMAZING WEBBING CLOGS THE BARRELS OF THE MACHINE GUNS, CAUSING A MOST VIOLENT REACTION!

KLA-VOOM

HAVE TO POUR ON THE SPEED NOW! THOSE GOONS WILL REACT IN A MATTER OF SECONDS! WE HAVE TO BE GONE BY THEN!

WHAT'S HE DOING? THAT STEEL DOOR IS ONE INCH THICK! HE CAN'T POSSIBLY--!

KER-

RUNG

CAT, COME ON!

JUST A SECOND! MY BAG'S HERE SOMEWHERE... WITH OUR NEST EGG!

NO! WE MOVE *NOW!*

B-BUT--!

MR. GALVAGNO! THEY'RE STILL ALIVE!

I HAVE EYES, SHINER!

CAN WE SHOOT 'IM NOW, SIR?

YOU HAVE TO BE TOLD? YES... *SHOOT!*

ORDINARILY, SPIDER-MAN'S SPEED IS AMAZING TO BEHOLD! HE CAN BOLT THROUGH A HAIL OF BULLETS, AS IF THEY AREN'T EVEN THERE!

BUT EVEN AS HE SLOWS DOWN TO SHOVE ANOTHER ON HER WAY...

YARGH!

WE GOT 'IM, MR. GALVAGNO! RIGHT INNA LEG!

YES, IT APPEARS THAT SPIDER-MAN HAS FAILED TO LIVE UP TO HIS REPUTATION!

DON'T JUST STAND THERE, BOYS-- FINISH THE JOB!

IT'LL BE A... *HUH?!*

BOSS! OUR GUNS!

BUT SAM GALVAGNO CAN'T ANSWER HIS BOYS AT THE MOMENT. HE'S BUSY HAVING THE WIND KNOCKED OUT OF HIM!

HEY, HE *THREW* THE BOSS INTO LOUIE!

THEY'RE BOTH DOWN FOR THE COUNT!

THAT'S RIGHT, SHINER!

NOW, WHY DON'T YOU JUST STEP ASIDE AND LET ME PASS! *I'M* WILLING TO LET BYGONES BE BYGONES!

DON'T LET 'IM SNOW YA, SHINER! THERE'S STILL THREE OF US TO ONE OF HIM!

AN' HE'S SHOT UP!

YEAH, THAT'S RIGHT! GALVAGNO HIMSELF SAID YOUR REP AIN'T WORTH--

--HEY!

HAY? HAY, YOU SAY? BALONEY SAYS I!

IN CASE THE FACT ESCAPED YOUR LITTLE MIND, BRIGHT-BOY-- I JUST KNOCKED YOUR BOSS-MAN OUT!

AND THE DAY A JERK LIKE YOU CAN HIT ME, IS THE DAY THE INCREDIBLE HULK WILL BE VOTED MR. CONGENIALITY!

SO, IF YOU'LL EXCUSE ME--

SWAT

--I HAVE TO SEE A LADY ABOUT SOME PERSONAL BUSINESS!

WUNK

WHUD

AT THAT MOMENT, A DIZZYINGLY HEIGHT ABOVE THE CITY STREETS...

I HOPE I DID THE RIGHT THING... LEAVING THE WAY I DID!

BUT, AFTER ALL, SPIDER DID SHOVE ME ON MY WAY! BESIDES, HE'S A BIG BOY...HE CAN TAKE CARE OF HIMSELF.

CAN'T HE?

END OF THE LINE, FELICIA!

TIME TO PUT UP OR SHUT UP! IF YOU REALLY CARE ABOUT ME, THEN YOU'LL COME ALONG AND WE'LL HAVE A NICE TALK WITH THE POLICE!

NO WAY, LOVER! I TOLD YOU ONCE BEFORE...

...JAIL WOULDN'T LOOK GOOD ON ME!

FELICIA!

SPOIING

POOR THING! HE PUT UP A GOOD FRONT--

--BUT I COULD SEE HE'S TAKEN A BULLET IN THE LEG! HE'S PRACTICALLY OUT ON HIS FEET!

SORRY, DEAR... BUT THAT'S THE WAY IT HAS TO BE!

EVEN SO, I'D BETTER HUSTLE IF I WANT TO GET MY TAIL OUT OF HERE!

THERE'S MY ESCAPE TICKET--

"--JUST A FEW FEET AWAY!"

♪GET-SHUR MOTOR RUNNIN'...♪

♪...GET OUT ON THAT HIGH--♫

--WAAAAY!

YOU @★!!xx#@! WITCH! COME BACK WITH MY BIKE!

I'LL CALL THE COPS! I'LL CALL THE TRIPLE-A! I'LL...I'LL...

AND, HIGH OVERHEAD...

MY LEG FEELS LIKE IT'S ON FIRE, BUT I CAN'T LET HER GET AWAY!

NOT AGAIN!

VROOM VROOOM

...I'LL BE A LAUGHING STOCK IF THIS GETS OUT!

I DON'T BELIEVE IT... BUT I CAN SEE SPIDER IN THE REAR-VIEW MIRROR! WHERE DOES HE GET THE STRENGTH?

I CAN'T LET HIM CATCH ME! I CAN'T!

OH, WHY DID THINGS HAVE TO TURN OUT THIS WAY?

UGHN... HEAD'S STARTING TO SPIN! GUESS I'VE LOST MORE BLOOD THAN I REALIZED. BUT I CAN'T STOP NOW...

"...SHE'S HEADED FOR THE DOCKS. BUILDINGS ARE LOWER THERE-- IT'S HARDER FOR ME TO SWING AFTER HER!"

IF I'M GOING TO STOP HER, IT HAS TO BE NOW...

THWIP

THWAP

ARRGH! PAIN'S... ALMOST... *UNBEARABLE!* BUT... I... *HAVE* TO STOP THAT BIKE!

THE PAVEMENT BUCKLES BENEATH SPIDER-MAN'S FEET, AS HIS INCREDIBLE WEBBING STRETCHES... 25 FEET... 50 FEET!

*THEN, IT **STOPS** STRETCHING...*

*...AND **HOLDS!***

THE STOLEN BIKE STOPS SUDDENLY.

THE BLACK CAT DOES NOT!

NO! I DIDN'T MEAN TO--!

DON'T WORRY YOURSELF, LOVE! A FLYING DISMOUNT WON'T DO MUCH MORE THAN RUFFLE MY FUR!

BUT YOU'LL BE DOING US BOTH A FAVOR, IF YOU CALL IT QUITS RIGHT NOW!

THERE ARE NO BUILDINGS BIG ENOUGH FOR HIM TO SWING FROM OUT HERE--

--AND WITH HIS WOUNDED LEG, HE'LL NEVER CATCH ME ON FOOT!

GREAT! I KNEW THAT THERE IS ALWAYS AT LEAST ONE BOAT TIED UP HERE-- AND THIS ONE HAS AN OUTBOARD!

JUST ANOTHER FEW SECONDS AND--!

OH, NO! NOT THE WEBBING!

I'M SORRY, FELICIA-- I REALLY AND TRULY AM. BUT I GAVE YOU A SECOND CHANCE--AND MORE-- AND YOU KEPT LETTING ME DOWN.

NO MATTER WHAT WE MIGHT MEAN TO EACH OTHER, I JUST CAN'T BEND MY PRINCIPLES ANY MORE.

I UNDERSTAND, LOVE... AND I'M SORRY, TOO.

BUT I WON'T GO TO JAIL!

I'D RATHER DIE FIRST!

FELICIA, DON'T--!

SPLOOSH

SHE'LL NEVER BE ABLE TO SWIM, WEBBED-UP THAT WAY!

SHE'LL DROWN!

IN A FLASH, SPIDER-MAN IS BENEATH THE WAVES, DIVING AFTER THE BLACK CAT THROUGH THE MURK OF THE EAST RIVER.

TEN MINUTES LATER...

≥WHUUF≤ IT'S BLACK AS PITCH DOWN THERE! I CAN'T SEE MORE THAN A FEW FEET--EVEN WITH THE LIGHT FROM THE SPIDER-SIGNAL BEAM ON MY BELT!

BUT I HAVE TO KEEP TRYING!

FILLING HIS ULTRA-POWERFUL LUNGS WITH AIR, THE MASKED ADVENTURER DIVES DOWN AGAIN...

...SEARCHING...

...SEARCHING...

...SEARCHING!

BUT FINALLY...

≥KOFF-KOFF≤

NO USE...THE BULLET WOUND HAS LEFT ME TOO WEAK...CAN'T GO ON! HAVE TO...FACE FACTS...

I'VE LOST HER!

SOMETIME LATER...

AND THERE WAS NO TRACE OF HER?

THAT'S WHAT I JUST SAID.

OW!

WATCH IT, KILDARE! THAT LEG IS PART OF A MATCHED SET!

MULDOON, TAKE THE OTHERS AND WAIT FOR US ON THE STREET.

BUT, CAPTAIN--HE STILL HAS TO SIGN THE STATEMENTS AND--!

THAT CAN WAIT, MULDOON. LET THE MAN CATCH HIS BREATH!

AWRIGHT, YOU'RE THE CAPTAIN!

C'MON, GUYS!

ARE YOU GONNA BE OKAY?

I'LL LIVE.

SHE WAS... SOMETHING SPECIAL TO YOU, WASN'T SHE?

SHE *MIGHT* HAVE BEEN... IF THINGS HAD TURNED OUT DIFFERENTLY.

RIGHT. WELL... MAYBE YOU'D STILL LIKE TO SEE THIS... MAYBE NOT.

WHAT IS IT? LOOKS LIKE THERE'S ENOUGH PAPER THERE TO CHOKE A COMPUTER.

THE D.A.'S OFFICE HAS NEVER BEEN KNOWN FOR DOING THINGS SIMPLY.

THE D.A.'S OFFICE?!

AFTER YOU LEFT MY OFFICE THIS MORNING, I GAVE DISTRICT ATTORNEY, TOWER A CALL. THIS IS HIS AUTHORIZATION TO OFFER THE BLACK CAT A CONDITIONAL AMNESTY.

SPIDER-MAN... FOR WHAT IT'S WORTH, I'M SORRY. I JUST WISH THESE BLASTED PAPERS HAD COME THROUGH SOONER!

CAPTAIN... COULD YOU DO ME A FAVOR?

ALONE, RIGHT?

YEAH. THANKS.

NEXT "MURDER by SPIDER!"

60¢ CC

228 MAY 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

THE MOST SHOCKING OFFBEAT MYSTERY OF THE YEAR!

MURDER BY SPIDER!

Nasser & Rubinstein

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

JAN STRNAD WRITER | RICK LEONARDI PENCILS | DAVE SIMONS INKS | JANICE CHIANG LETTERS | BOB SHAREN COLORS | TOM DE FALCO EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

MURDER BY SPIDER

A STRANGE FEELING OF UNEASINESS HAS HAUNTED PETER PARKER, THE AMAZING SPIDER-MAN, THIS EVENING-- A DISQUIETING SENSATION, GENTLE, BUT INSISTENT, UNSHAKEABLE...

IT IS THIS FEELING, AND NOT THE RAIN, THAT MAKES HIM SHIVER . . .

I DON'T GET IT! THIS IS THE THIRD TIME TONIGHT I'VE FELT MYSELF DRAWN TO THIS SAME OLD HOUSE...BUT *WHY?*

I THINK I'LL TAKE A *CLOSER* LOOK!

MOST OF THE ROOMS AREN'T EVEN BEING USED...EXCEPT TO STORE FURNITURE--AND THE ONLY **PERSON** HERE... IS ONE OLD MAN WORKING ON A LATE DINNER OF APPLE-SAUCE AND PEAS.

HE LOOKS ABOUT AS DANGEROUS AS MY ***AUNT MAY!***

SO WHY AM I FINDING IT SO HARD TO ***LEAVE*** THIS PLACE? IT FEELS LIKE I'M SWINGING UPSTREAM!

ADLAI SCHMIDT, COLLECTOR AND HERMIT, CONTINUES HIS MEAL IN SILENCE--SAYING NOTHING, FOR THE HOUSE IS EMPTY AROUND HIM. THE HOUSE IS **ALWAYS** EMPTY AFTER THE NURSE LEAVES...

... EXCEPT FOR ***TONIGHT.***

TONIGHT, ADLAI SCHMIDT HAS **COMPANY** FOR DINNER--

--COMPANY OF THE EIGHT-LEGGED VARIETY.

UNFORTUNATELY FOR THE RECLUSIVE MR. SCHMIDT, HE DOES NOT NOTICE THEM ARRIVING...

OR **GATHERING**--

--UNTIL IT IS **TOO LATE!**

AAIEEE!

AT THAT MOMENT, A FEW BLOCKS AWAY...

YEESH-- I CAN'T EVEN SCROUNGE UP A DECENT **CRIMINAL** TONIGHT, JUST A BUNCH OF YOUNG TOUGHS!

MAYBE A VISIT FROM **ME** WILL THROW A SCARE INTO THEM. MAYBE THEY'LL GIVE UP CRIME AND GET **JOBS.**

YEAH, AND MAYBE I CAN FLAP MY ARMS REAL HARD AND FLY TO THE MOON!

HEADS UP, FRIENDS! THE GOOD GUY'S HERE!

SPIDER-MAN!

BUT, EVEN AS HE PICKS UP THE YOUTHFUL MUGGER, A STARTLING **CHANGE** COMES OVER SPIDER-MAN --A **RAGE** HE CANNOT CONTROL!

GONE IS RESTRAINT! COMPASSION **VANISHES!** ALL THAT REMAINS IS **ANGER...** AND AN UNTHINKING, OVER-WHELMING COMPULSION TO **STRIKE!**

YOU THINK YOU'RE *TOUGH*, DON'T YOU, PUNK? WELL, LET'S JUST *SEE* ABOUT THAT!

UNGHH!

I'M *SICK* OF YOU CREEPS WHO THINK YOU *OWN* THESE STREETS ...THINK YOU CAN *TAKE* ANYTHING YOU WANT!

GET BACK, MARTHA! SPIDER-MAN'S GONE CRAZY! HE MIGHT ATTACK *US* NEXT!

N-NO MORE... PLEASE! I WASN'T GONNA *HURT* NOBODY! ALL I WANTED WAS THE *MONEY!*

FIRST MY HEAD STARTS BUZZING -- AND THEN I LAY INTO A BUNCH OF *PUNKS* AS IF I WERE FIGHTING THE *HULK!* WHAT'S *WRONG* WITH ME TONIGHT?

I GUESS I'M STILL COMING DOWN FROM THE DEATH OF THE BLACK CAT!*

MAN, I MISS HER.

HURRY, DEAR-- WE CAN GET AWAY WHILE HE'S NOT LOOKING. THE DAILY BUGLE'S RIGHT-- SPIDER-MAN IS AN UNCONTROLLABLE MANIAC!

OHMIGOSH! WHAT AM I DOING? WHAT'S HAPPENING TO ME?

*LAST ISSUE.

EARLY THE NEXT MORNING, AT THE EDITORIAL OFFICES OF THE DAILY BUGLE...

DAILY BUGLE
SPIDER-MAN KILLS RECLUSE

I STILL CAN'T GET OVER THE WAY I ACTED LAST NIGHT--THAT FIT OF RAGE--THAT UNCONTROLLABLE HATRED!

AND, AS IF I DIDN'T HAVE ENOUGH PROBLEMS ... J. JONAH JAMESON IS TRYING TO PIN A BIZARRE MURDER RAP ON ME!

THE REALLY SPOOKY PART IS THAT THE VICTIM WAS THE OLD MAN I VISITED LAST NIGHT... AND THE POLICE THINK HE WAS BITTEN TO DEATH... BY A HORDE OF SPIDERS!

DAILY BUGLE
SPIDER-MAN KILLS RECLUSE

MISS GRANT

PETER PARKER! YOU LOOK POSITIVELY ILL!

IT'S THIS WEIRD SPIDER-MURDER, GLORY! I DON'T LIKE THE WAY OUR FEARLESS PUBLISHER IS TRYING TO IMPLICATE SPIDER-MAN!

WELL, YOU KNOW HOW JJJ FEELS ABOUT THE WEB-SPINNER!

WEBBING FOUND AT SCENE OF CRIME

FALCO: ITALIAN OF THE YEAR

WEALTHY COLLECTOR KILLED BY SPIDERS

JUST THEN...

DON'T ARGUE WITH ME, ROBERTSON!

SPIDER-MAN KILLED SCHMIDT! AS SURE AS YOU'RE MY CITY EDITOR! ANT-MAN CAN CONTROL ANTS! SPIDER-MAN MUST BE ABLE TO CONTROL SPIDERS!

BE REASONABLE, JONAH! SPIDER-MAN HAS NEVER USED ARACHNID ACCOMPLICES IN THE PAST. WHY WOULD HE START NOW?

ROBBIE'S RIGHT! I'M SURE SPIDEY'S AS PUZZLED BY ALL THIS AS ANYBODY!

SHUT UP, PARKER! YOU'RE ONLY A FREELANCE PHOTOGRAPHER. IF I WANT YOUR OPINION--I'LL GIVE IT TO YOU!

PETER, PLEASE EXCUSE MR. JAMESON. THE GRUESOME MANNER OF SCHMIDT'S DEATH HAS US ALL ON EDGE!

SCHMIDT LEFT BEHIND A SMALL *FORTUNE* IN ANTIQUE FURNITURE--AND NO LIVING RELATIVES TO *CLAIM* IT. THE WHOLE ESTATE'S BEING AUCTIONED OFF FOR BACK TAXES NEXT WEEKEND.

THAT WOULD SEEM TO RULE OUT A *PROFIT* MOTIVE, ALL RIGHT...

...BUT IT *OPENS UP* A WHOLE *NEW* LINE OF THOUGHT! I'LL *SEE* YOU, ROBBIE!

SURE, PETER. TAKE IT EASY, KID!

I'LL JUST *DROP IN* ON THAT SALE. DEBRA WHITMAN'S INTERESTED IN ANTIQUES. MAYBE I CAN PRY HER AWAY FROM BIFF RIFKIN, HER NEW PREPPIE BOYFRIEND, AND BRING HER ALONG.

MEANWHILE, IN A NONE-TOO-CLASSY BAR IN THE WAREHOUSE DISTRICT...

DID YOU BRING THE MONEY... *ALL* OF IT?

BAR

YEAH, IT'S HERE... ALL IN CASH, JUST LIKE YOU SAID.

HAND IT OVER-- QUICKLY! AND FOR *YOUR* SAKE...

...I HOPE THE COUNT IS NOT *SHORT!*

AND NOW, THE ITEMS YOU REQUESTED-- FOR YOUR *AUNT*, AS I RECALL.

I'M SURE SHE'LL FIND THEM VERY... *ATTRACTIVE!*

THE NEXT WEEK, IT IS A RELUCTANT PETER PARKER WHO APPROACHES THE HOUSE OF THE LATE ADLAI SCHMIDT...

OH, PETER, THIS IS SO *EXCITING!* DON'T YOU JUST *LOVE* OLD FURNITURE? IT GIVES YOU SUCH A SENSE OF... *HISTORY!*

UH-HUH! *MYSTERY'S* THE WORD FOR IT, DEBRA!

NOT *MYSTERY*...*HISTORY!* I SWEAR, PETER, SOMETIMES YOUR MIND SEEMS A MILLION MILES AWAY!

BOY, JUST *SEEING* THIS PLACE AGAIN GIVES ME THE WILLIES. TO THINK, I WAS *LOOKING* AT THE OLD MAN ONE MINUTE, AND THE NEXT MINUTE, HE WAS *DEAD!*

AND WHAT'S MORE--THE SAME TIME HE WAS BEING MURDERED, I WAS JUST A FEW BLOCKS DOWN THE STREET...GOING *CRAZY!* THERE *HAS* TO BE A *CONNECTION!*

LOOK AT THIS! ISN'T IT JUST *LOVELY!*

YEAH, DEB... LOVELY!

THESE ANTIQUES WERE SCHMIDT'S *LIFE.* APPARENTLY THERE'S *SOMETHING* HERE THAT SOMEBODY WANTED BADLY ENOUGH TO *KILL* FOR IT. BUT WHAT? AND... *HOW?*

WHAT A DARLING ANTIQUE QUILL! WHAT DO YOU THINK, PETER?

I PREFER BALL POINTS.

I'LL TAKE THAT, IF YOU PLEASE! THIS ITEM BELONGS TO ME!

I...I'M *SORRY!* I DIDN'T KNOW!

I HAVE JUST PURCHASED *ALL* THE FRENCH PIECES IN THIS COLLECTION --AND I WILL THANK YOU NOT TO HANDLE *MY POSSESSIONS!*

GOOD GRIEF! WHO STARCHED *HIS* UNDERWEAR?

THAT--THAT HAS TO BE THE *RUDEST* MAN I'VE EVER MET!

YEAH...REMINDS ME OF JOLLY JONAH JAMESON ON ONE OF HIS FRIENDLIER DAYS.

WHO *IS* THAT GUY ANYWAY?

THAT 'GUY' HAPPENS TO BE NORMAN JUNQUE, ONE OF THE *WEALTHIEST* ANTIQUE DEALERS IN MANHATTAN. HE HAS BEEN AFTER MR. SCHMIDT'S COLLECTION FOR *AGES*...AND NOW IT'S *HIS*.

I HOPE SOME *MANNERS* CAME WITH IT. HE COULD *USE* THEM!

THAT NEEDN'T CONCERN YOU ANY LONGER. MR. JUNQUE *HAS* WHAT HE CAME FOR. NOW HE'S LEAVING.

PETER, WHAT'S WRONG? WHERE *ARE* YOU GOING?

I JUST REMEMBERED SOMETHING IMPORTANT I HAVE TO DO. SORRY, KID, I'LL *CALL* YOU... *LATER*.

OH, PETER...WHY MUST YOU CONTINUALLY TREAT ME LIKE A USED DISH-RAG? NO WONDER I'M DRIVEN TO DATE THAT OBNOXIOUS BIFF RIFKIN --AT LEAST HE TREATS ME WITH CONSIDERATION.

I HATE LEAVING DEB IN THE LURCH AGAIN, BUT THIS COULD BE JUST THE BREAK I WAS LOOKING FOR!

JUNQUE IS GETTING INTO HIS CAR. I'D BETTER FIND SOMEWHERE TO CHANGE INTO MY COSTUME --*PRONTO!*

MOMENTS LATER...

THIS IS MORE *LIKE* IT. IT SHOULD BE EASY ENOUGH TO KEEP TRACK OF HIM FROM UP HERE.

JUNQUE

OF COURSE, I *COULD* BE BARKING UP THE WRONG TREE --THERE'S MORE EVIDENCE AGAINST *ME* THAN JUNQUE! STILL, THERE ARE WORSE WAYS THAN *WEB-SLINGING* TO KILL A SATURDAY AFTERNOON!

SUDDENLY...

WAIT A MINUTE-- THERE'S THAT *FEELING* AGAIN, LIKE I HAD THE NIGHT SCHMIDT WAS KILLED! IT'S *TUGGING* AT ME, PULLING ME *AWAY!*

JUNQUE IS GOING IN ANOTHER DIRECTION! BUT I CAN'T WORRY ABOUT HIM NOW! I'VE GOT TO FOLLOW THIS FEELING... FIND OUT WHERE IT'S TAKING ME!

DeAngelis SPORTING GOODS

BABYLON, N.Y.

JUNQUE

SOON...

THIS IS *IT*... THIS IS WHERE THE SIGNAL IS COMING FROM...

... THE *MONTANA* -- APARTMENT HAVEN FOR SOME OF THE WEALTHIEST AND MOST INFLUENTIAL PEOPLE IN NEW YORK.

WHATEVER IT *WAS* THAT ATTRACTED ALL THOSE SPIDERS TO SCHMIDT'S ROOM --IS DOING THE SAME THING TO ME. RIGHT NOW! I HAVE TO *HOME IN* ON IT--FIND THE SOURCE!

JUST THEN...

SPIDER-MAN! I DON'T KNOW WHAT *HE'S* DOING HERE, BUT WITH RESIDENTS LIKE OURS, I'M NOT TAKING ANY CHANCES!

I'M CALLING THE COPS!

TRACKING THE STRANGE IMPULSES WITH HIS EVER-FAITHFUL SPIDER-SENSE, THE WEB-SPINNER ENTERS THE BUILDING THROUGH AN OPEN WINDOW...

THE SIGNAL'S GETTING *STRONGER!* IT'S COMING FROM SOMEWHERE ON THIS FLOOR--BUT WHICH APARTMENT?

WHILE SPIDER-MAN SEARCHES INSIDE, A FAMILIAR SCENE UNFOLDS ON THE STREET BELOW...

HURRY UP! THIS IS OUR CHANCE TO CATCH SPIDER-MAN IN THE *ACT!* WE NEED TEAMS *IN-SIDE* AND ONE AT EVERY *EXIT!*

SUDDENLY, UNEXPECTEDLY...

I'M GETTING CLOSER! SOMETHING MUST HAVE FORCED THOSE SPIDERS TO AMASS AND ATTACK SCHMIDT --THERE'S NO OTHER EXPLANATION! I'LL BET THIS SIGNAL --

OH, NO! *NO!* MY HEAD... *BURNING*... LIKE IT DID BEFORE I ATTACKED THOSE KIDS! I *CAN'T* LOSE CONTROL... NOT *NOW!*

IF I FEEL THIS WAY, THAT MEANS ABOUT A MILLION REAL SPIDERS ARE FEELING THE SAME THING! SO--SO HARD TO THINK!

HAVE TO CONCENTRATE... FIND THE SOURCE OF THE SIGNAL! HAVE TO...MAINTAIN ... CONTROL!

AI

EEEE

NO! I'M TOO LATE!

STILL, THERE MAY BE SOMETHING I CAN DO! THERE ISN'T A MOMENT TO LOSE!

THAT SCREAM CAME FROM THIS DIRECTION!

THAT'S THE APARTMENT! AW, NUTS! OF ALL THE TIMES FOR NEW YORK'S FINEST TO BE JOHNNY-ON-THE-SPOT!

BREAK IT DOWN! COME ON! PUT SOME *MUSCLE* INTO IT!

GET BACK! THERE'S NOTHING YOU CAN DO! LET ME *IN* THERE!

HEY--QUIT SHOVING, RALPH!

I SAID *LET ME THROUGH!*

SPIDER-MAN! STOP HIM!

WE'RE TRYING TO -- *OOF!*

UNGGHH!

THERE IS *NO* TIME FOR THIS! A PERSON'S LIFE MAY BE IN DANGER! WHEN ARE YOU FLATFEET GOING TO LEARN WE'RE ON THE *SAME SIDE?*

OUT OF MY *WAY* BLAST IT!

YIKES!

*AS SPIDER-MAN APPROACHES THE CLEARED DOORWAY, THE BURNING SENSATION WITHIN HIS BRAIN **DIMINISHES**-- HIS RAGE SUBSIDES... AND HE PEERS INSIDE...*

I-I'M BEGINNING TO FEEL *HUMAN* AGAIN! BUT DOES THAT MEAN--?

GOOD LORD! I-I'VE NEVER SEEN ANYTHING SO HORRIBLE--SO TOTALLY REPULSIVE!

SPIDER-MAN'S MIND **REELS** AT THE SIGHT BEFORE HIM. FREE TO FOLLOW THEIR NATURAL INSTINCTS, THE DEADLY SPIDERS **SCURRY** TO DARK CORNERS AND CREVICES. THE WOMAN ON THE FLOOR--THEIR **VICTIM**--DOES NOT MOVE...

THOSE SPIDERS ATTACKED THAT OLD WOMAN--BUT SHE *CAN'T* BE DEAD... NOT SO *SOON!*

HER BODY'S IN SHOCK. SHE'S STILL BREATHING--BUT SHE NEEDS MEDICAL ATTENTION--*IMMEDIATELY!*

FREEZE, SPIDER-MAN! THIS TIME WE'VE GOT YOU *DEAD TO RIGHTS!*

SORRY, GENTS! BUT THIS LADY BELONGS IN THE *HOSPITAL* AND WHETHER YOU LIKE IT OR NOT...

...*I'M* GONNA *GET* HER THERE!

AND WHILE I'M MAKING LIKE AN AERIAL AMBULANCE-- MAYBE I CAN FIGURE THIS SCAM OUT!

SOMETHING MUST HAVE BEEN TRANSMITTING THAT SIGNAL. SOMETHING PLANTED IN THE APARTMENT...

...OR RIGHT *ON* THE INTENDED VICTIM!

MINUTES LATER...

MADE IT--AND IN *HALF* THE TIME IT WOULD TAKE AN *AMBULANCE* TO GET HERE!

EMERGENC

DON'T JUST STAND THERE GAWKING! THIS WOMAN NEEDS TREATMENT-- *NOW!*

THEN, AFTER THE AMAZING SPIDER-MAN HAS EXPLAINED THE SITUATION...

SHE'S DELIRIOUS! BUT IF WE GET THE ANTI-TOXIN IN HER SYSTEM *IMMEDIATELY*, SHE SHOULD *MAKE* IT.

WHAT'S SHE MUMBLING ABOUT?

...HE *TOOK* THEM... ...TOOK MY EARRINGS... ...STOLE... EARRINGS...

MEANWHILE...

ELECTRONICS IS NOT MY MAIN FIELD...

...BUT I WOULD RECOGNIZE HIDDEN *CIRCUITRY* IF I SAW IT. AND UNLESS I MISS MY GUESS...

...THAT'S *EXACTLY* WHAT I'LL FIND WHEN I GET HOME AND OPEN THESE THINGS *UP!*

THAT NIGHT, AN ERRANT WIND BLOWS THROUGH THE WAREHOUSE DISTRICT...

...LIKE A RAGGED LEAF, A NEWSPAPER IS BORNE ALONG...

UNTIL...

AH--WHAT LUCK! A FREE NEWSPAPER!

DAILY BUGLE
SPIDERMAN, POL
CLASH OVER
SECOND
SPIDER
VICTIM!

HMM... SO SPIDER-MAN'S BEEN IMPLICATED IN THE SPIDER MURDERS. I'D REJOICE IF NOT FOR THE FACT THAT THE WALL-CRAWLER HAS SHAKEN OFF SO MANY OTHER CHARGES IN THE PAST.

HE'S BOUND TO BE AT WORK RIGHT NOW TRYING TO CLEAR HIS NAME. HIS INTERFERENCE COULD THREATEN MY ENTIRE OPERATION!

I NEVER WANTED TO RESORT TO CRIME, BUT SINCE I COULD CONVINCE NO ONE OF THE MERITS OF MY RESEARCH ON ARTHROPODS, I HAD TO OBTAIN MY *OWN* FUNDS...SELLING MINIATURE ATTRACTORS FOR THE PURPOSE OF *MURDER* PROVED TO BE HIGHLY PROFITABLE!

SPIDER-MAN MUST NOT BE ALLOWED TO *INTERFERE!*

IT APPEARS THAT MY INVENTION AFFECTS THE WEB-SLINGER AS WELL AS NORMAL SPIDERS!

I MUST BUILD AN EVEN *STRONGER* DEVICE--ONE THAT WILL CONTROL HIM COMPLETELY!

AND WHEN IT'S FINISHED, I'LL LURE SPIDER-MAN HERE AND PUT AN END TO HIS MEDDLING FOREVER!

MUCH LATER...

MY HUNCH WAS RIGHT ABOUT THOSE EARRINGS-- THEY *WERE* TRANSMITTERS!

BUT THAT DOESN'T HELP ME FIND THE WACKO RESPONSIBLE FOR THEM!

I'VE GOTTA KEEP ON THE MOVE--SWINGING AROUND TOWN...SOONER OR LATER I'M *BOUND* TO CATCH THAT MURDER SIGNAL AGAIN!

I'D BETTER WRAP THIS THING UP SOON...

SO FAR ALL I'M GETTING IS A BUNCH OF CURIOUS *STARES!*

WAIT A MINUTE! THAT'S IT...THE SIGNAL! BUT IT'S SO *STRONG--!*

THIS'LL BE A BREEZE FROM HERE. I COULDN'T LOSE IT NOW IF I *TRIED.*

THERE IT IS-- THAT WAREHOUSE! WHOEVER'S BEHIND THIS DEAL HAS TO BE *INSIDE!*

NOW WHAT? SHOULD I SNEAK IN ONE OF THOSE WINDOWS... OR MAYBE FIND A WAY IN BY THE ROOF...?

POST NO BILLS

ADAM AND THE ANTS

NO PARK

THEN AGAIN, THERE'S A LOT TO BE SAID FOR THE *DIRECT* APPROACH!

HEADS UP, FAITHFUL ONE! YOU ORDERED A SPIDER ... YOU'VE *GOT* ONE!

HOW COURTEOUS OF YOU TO BE SO PROMPT, SPIDER-MAN. I *KNEW* MY SIGNAL WOULD BRING YOU HERE.

SHEESH-- IF *THIS* GUY IS A SUPER-CRIMINAL I'M RETIRING!

GIVE IT UP, SPECS. I DON'T KNOW WHAT KIND OF GAME YOU THINK YOU'RE PLAYING ...BUT IT'S OVER!

ON THE CONTRARY, SPIDER-MAN --MY WORK IS ONLY BEGUN. HERE ...LET ME SHOW YOU MY *LATEST* INVENTION!

LOOK, PAL... IF YOU THINK I'M JUST GOING TO STAND HERE WHILE YOU PLAY MAD SCIENTIST...

TOO *LATE*, SPIDER-MAN. I ALREADY *HAVE*.

YIKES! FEELS LIKE SOMEONE HIT ME IN THE HEAD WITH A TRUCK! STILL IF THAT'S THE *BEST* HE CAN DO...

BAD NEWS, BRIGHT EYES... A LITTLE *HEADACHE* ISN'T GOING TO STOP ME!

WHY DON'T YOU JUST HAND OVER THE GIZMO... AND WE'LL CALL IT QUITS BEFORE ANYBODY GETS *HURT!* WHILE YOU'RE AT IT, SUPPOSE YOU TELL ME WHY YOU SET UP OLD MAN SCHMIDT AND THAT OLD WOMAN FROM THE MONTANA...

HER NEPHEW WANTED TO COLLECT HIS INHERITANCE EARLY--AND JUNQUE DESIRED ANTIQUES, BUT THIS INFORMATION WILL DO YOU NO GOOD.

FR

OH, NO? HOW DO YOU KNOW I DON'T WRITE FOR "TRUE CONFESSIONS"!?

WAIT! THAT *SHADOW--!*

REACTING WITH LIGHTNING SPEED, THE AMAZING SPIDER-MAN DARTS OUT OF HARM'S WAY WITH SCARCELY INCHES TO SPARE...

HOLY SMOKE! IF IT WEREN'T FOR MY REFLEXES, I'D BE FLATTER THAN A PIZZA RIGHT NOW!

:UNN: MY SHOULDER!

I SHOULD'VE SENSED THAT CRATE COMING AT ME IN PLENTY OF TIME TO AVOID IT! SOMEHOW, THAT DEVICE OF HIS HAS *NEUTRALIZED* MY *SPIDER-SENSE!*

MY SHOULDER--FEELS LIKE IT'S BROKEN!

NICE TRY, SPECS, BUT YOU'VE JUST USED UP YOUR LAST CHANCE! THE KID GLOVES ARE *OFF!*

YOU CONTINUE TO UNDER-ESTIMATE ME, SPIDER-MAN! ONCE I LEARNED OF YOUR SENSITIVITY TO MY ATTRACTORS-- I REALIZED YOU POSSESSED A SIXTH-SENSE LIKE OUR EIGHT-LEGGED FRIENDS!

IT WAS SIMPLE TO DEVISE A CIRCUIT TO NEGATE THAT SPECIAL SENSITIVITY! LET'S SEE HOW WELL YOU DODGE BULLETS WITHOUT IT!

CRIPES! WITH MY SPIDER-SENSE, I CAN DO *THIS* ROUTINE WITH MY EYES CLOSED! *WITHOUT* IT, IT BECOMES A FULL-TIME JOB JUST TO KEEP FROM BEING *PERFORATED!*

COME NOW...I'VE HEARD THAT YOU WERE QUITE THE COMEDIAN. WHERE'S YOUR CLEVER REPARTEE --YOUR FAMED WIT? YOU'RE *DISAPPOINTING* ME!

MUCH AS I'D LIKE TO OBLIGE, RIGHT NOW I'VE GOT SOMETHING *ELSE* ON MY MIND.

LET'S SEE...THAT'S *FOUR* BULLETS... *FIVE*...

...AND *SIX!*

LAST SHOT, PARTNER--YOUR GUNSLINGIN' DAYS ARE *OVER!*

THWIP

AS FOR *THIS* LITTLE GEM, I HAVE A SPACE RESERVED FOR IT WITH THE *REST* OF MY COLLECTION AT THE BOTTOM OF *HUDSON BAY!*

GOOD LORD! I'VE NEVER SEEN ANYONE MOVE SO FAST!

PLEASE...STAY BACK! DON'T HURT ME! I...I DIDN'T MEAN TO HARM ANYONE!

IT WAS ALL AN ACCIDENT...A *MISUNDERSTANDING!*

THERE...THAT STUPID PRATTLING *DISTRACTED* HIM WHILE I SLIPPED THIS ELECTROMAGNETIC DETONATOR FROM UNDER MY COAT! HE THINKS HE'S *BEATEN* ME!

HE'LL COME CHARGING THROUGH THAT DOOR ANY *SECOND* NOW. AND WHEN HE DOES--

--HE'LL DIE!

YOU'RE JUST DELAYING THE INEVITABLE, SPECS. YOU MAY HAVE NEUTRALIZED MY SPIDER-***SENSE***, BUT I'VE STILL GOT THE PROPORTIONATE STRENGTH OF A HYPERACTIVE DADDY LONG-LEGS.

NO...DON'T! STAY BACK!

YOU TAKE ME FOR A ***FOOL***, SPIDER-MAN-- LIKE EVERYONE ***BEFORE*** YOU. THIS TIME, THAT ASSUMPTION WILL PROVE YOUR UNDOING.

I--I DID IT! HE PLAYED RIGHT INTO MY HANDS! NO ONE WILL EVER UNDERESTIMATE ME AGAIN! I'M THE MAN WHO KILLED SPIDER-MAN!

KA-BLAM!

BUT... WHERE'S THE BODY? THE EXPLOSION WASN'T ***THAT*** POWERFUL! THERE SHOULD BE ***SOME***...

WHAT THE--? WHERE'S THAT LIGHT COMING FROM? WHO'S ***THERE***?

I'M INCREDIBLY HANDSOME, AND I CRAWL ON WALLS! NEED ANY MORE HINTS?

SPIDER-MAN! B-BUT HOW?

I ALMOST *FELL* FOR THE OLD BOMB BEHIND THE DOOR TRICK, BUT WITH MY SPIDER-SENSE ON THE BLINK, I WAS JUST A WEE BIT MORE CAUTIOUS THAN USUAL.

MAKING A SHIELD OUT OF MY WONDERFUL WEBBING--

"--I SIMPLY TOSSED A HANDY PROJECTILE AT THE DOOR AND *KA-BLOOIE!*

AIN'T I THE SPOILSPORT?

AND NOW, SPEAKING OF SPORTS... IT'S TIME TO SETTLE THE SCORE!

NO! DON'T! I *MEAN* IT THIS TIME! DON'T *HURT* ME ... *PLEASE!*

KWAK

YOU KNOW SOMETHING, SPECS--FOR A MEAN, NASTY MURDERER...

...YOU'RE A REAL CREAMPUFF!

NOW WE GET RID OF THE INFAMOUS *GIZMO*...

HA-CHA! THE OLD, FAMILIAR *TINGLE'S* BACK! AND NONE TOO SOON EITHER--SOMEBODY'S COMING!

WE GOT A REPORT OF A WAR GOING ON IN HERE!

DON'T ANYBODY MOVE!

SORRY, OFFICER... MUCH AS I'D LIKE TO STAY AND *CHAT*, I'VE GOT A DATE WITH A HOT *BATH*! BUT YOU MIGHT ASK OUR *FRIEND* HERE WHAT HE KNOWS ABOUT THE *SPIDER* MURDERS...

...I HAVE THE FEELING HE'S IN A *CONFESSING* MOOD.

IS THAT RIGHT? ARE YOU READY TO TALK?

YES! YES! *ANYTHING*... ...BUT KEEP HIM *AWAY* FROM ME!

WELL, LET'S SEE NOW... I HURT MY SHOULDER, RIPPED MY COSTUME, FORGOT TO TAKE PICTURES FOR THE BUGLE...AND DIDN'T EVEN FIND OUT THAT GUY'S *NAME*.

SHEESH.. MAYBE SOMEDAY I'LL GET THE *HANG* OF THIS CRAZY SUPER-HERO BUSINESS!

END

60¢ | 229 JUNE 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

NOTHING CAN STOP THE JUGGERNAUT!

J.R.JR.+TWIGROW

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN A LIFE-OR-DEATH BATTLE!

NOTHING CAN STOP THE JUGGERNAUT!

IT BEGAN AS A DREAM... IT BECAME A **NIGHTMARE!**

FROM OUT OF NOWHERE CAME THE **DARK ONE,** SMASHING EVERYTHING IN HIS PATH! THE YOUNG, SPIDERY CHAMPION SPRANG TO THE RESCUE ...BUT IT WAS TOO LATE!

AND THE DREAMER CLUNG DESPERATELY TO LIFE...TOTALLY HELPLESS...UNABLE TO EVEN SCREAM!

ROGER STERN WRITER
JOHN ROMITA JR. & JIM MOONEY ARTISTS
JOE ROSEN LETTERER
GLYNIS WEIN COLORIST
TOM DEFALCO EDITOR
JIM SHOOTER DREAM ANALYST

THEY ALL KNEW THAT THE DARK ONE'S TOUCH MEANT DEATH! BUT THE CHAMPION STILL LEAPT TO THE DEFENSE--

--FOR **HE** COULD NOT BE TOUCHED!

YET, THE DARK ONE WOULD NOT BE DENIED!

HIS BLUDGEONING BLOWS SHATTERED THE WORLD ABOUT HIM. ALL WHO OPPOSED HIM FELL...

...EVEN THE CHAMPION!

AND THEN THE DREAMER KNEW THAT THERE WAS NO HOPE!

AS DEATH REACHED OUT, SHE PRAYED TO WHATEVER POWERS THERE MAY BE: "PLEASE DON'T LET IT END LIKE THIS! PLEASE SAY THAT IT'S JUST A DREAM!"

PLEASE!

AT THE SOUND OF THE SCREAM, THE DREAM ENDS.

BUT THE DREAMER KNOWS...THE DANGER HAS JUST BEGUN!

SHE IS QUITE BLIND, BUT HER MIND SEES THINGS WHICH FEW CAN IMAGINE!

SOME WOULD CALL HER A FRAUD! A CHARLATAN! BUT HERS IS THE POWER TO PERCEIVE -- HOWEVER DIMLY--THE FUTURE!

WITH A SINGLE THOUGHT, SHE ACTIVATES THE CYBERNETIC CIRCUITS OF HER LIFE-SUPPORT CHAIR.

IT RESPONDS INSTANTLY, SWIVELING FROM ITS RECLINING MODE TO AN UPRIGHT POSITION. SHE IS A PRISONER TO THIS ROOM...ITS MECHANISMS ARE ALL THAT STAND BETWEEN HER AND DEATH'S DARK DOOR.

ANOTHER THOUGHT BRINGS A SPECIAL TELEPHONE RECEIVER INTO PLAY.

HER VISION HAS SHOWN HER THAT ONLY ONE MAN STANDS ANY CHANCE OF SAVING HER LIFE! SHE MUST REACH HIM BEFORE IT'S TOO LATE!

SECONDS LATER, IN A THIRD-FLOOR APARTMENT IN MANHATTAN'S CHELSEA DISTRICT--

--GRAD STUDENT **PETER PARKER** IS SUDDENLY ROUSED FROM AN UNPLANNED SLUMBER!

BRRRINNG

HAHN?

OH...THE PHONE! GEEZ, I MUST HAVE DOZED OFF FOR A MINUTE!

WHO COULD BE CALLING AT THIS HOUR?

HEH! MAYBE IT'S SOME OLD ENEMY OF MINE... CALLING TO SAY HE'S DISCOVERED THAT I'M REALLY THE EVER-AMAZING SPIDER-MAN!

SPIDER-MAN, I NEED YOUR HELP!

WHAT?! WHO IS THIS?!

HAVE YOU SO QUICKLY FORGOTTEN THE VOICE OF *MADAME WEB?*

LISTEN CAREFULLY...SOMEONE WILL THREATEN MY LIFE WITHIN THE NEXT 24 HOURS. I DON'T YET KNOW WHO OR WHEN...

...BUT I DO KNOW THAT YOU ARE THE ONLY ONE WHO CAN POSSIBLY PROTECT ME! WILL YOU?

WELL... YEAH, SURE! BUT HOW?

I WILL BE IN TOUCH WHEN I HAVE A CLEARER IDEA OF THE DANGER.

=CLICK=

SHE CERTAINLY DOESN'T BELIEVE IN WASTING WORDS! MAN, I'LL NEVER GET USED TO THOSE FREAKY PSYCHIC POWERS OF HERS!

THEY MIGHT HAVE ENABLED HER TO HELP ME OUT A COUPLE OF TIMES,* BUT THEY ALSO TOLD HER WHO WAS BEHIND THE SPIDER-MAN MASK!

*SEE ISSUES #210 & #216.

AND I'M NOT TOO KEEN ON *ANYONE* KNOWING THAT BIT OF INFO! STILL, I GUESS I SHOULD BE GLAD THAT OL' M.W. IS ONE OF THE GOOD GUYS!

=YAWN= GEE, I ONLY GOT HALF OF MY READING DONE BEFORE I NODDED OFF! I WONDER HOW LATE IT IS?

YEESH! MAKE THAT "HOW *EARLY* IT IS"! FROM THE POSITION OF THE SUN, IT MUST BE AT LEAST EIGHT-THIRTY IN THE MORNING!

LOOKS LIKE IT'S GONNA BE ANOTHER ONE OF *THOSE* DAYS!

WHOOPEE!

AND WHILE PETER CONTEMPLATES ANOTHER DAY OF LIFE IN THE BIG CITY--

--AN EXPENSIVE LOOKING PLEASURE CRAFT SAILS INTO NEW YORK HARBOR, PILOTED BY A SOPHISTICATED COMPUTERIZED GUIDANCE SYSTEM...

*...WHILE ITS CAPTAIN--ONE **BLACK TOM CASSIDY**--PONDERS HIS LATEST SCHEME!*

SURE AN' I WISH I KNEW MORE ABOUT THIS WOMAN! IF I DID, I MIGHT BE PERSUADIN' HER TO JOIN US OF HER OWN FREE WILL!

BUT THERE'S JUST NO TIME FOR PLEASANTRIES...

...WE HAVE TO LATCH ONTO THE LADY AND SKEEDADDLE, BEFORE WE'RE DISCOVERED BY--!

KRUNCH

OH, NO!

BEFORE BLACK TOM'S EYES, THE ENTIRE DOORWAY TO HIS QUARTERS IS SUDDENLY SHATTERED TO SPLINTERS!

TOM, I'M GOING STIR CRAZY! I NEED SOMETHING TO DO... NOW!

TAKE IT EASY, CAIN! LIKE I TOLD YE BEFORE, YE'LL SOON HAVE ALL THE ACTION YE CRAVE!

YOU CALL GRABBING SOME OLD WOMAN "ACTION"? BAH!

AND HOW MANY TIMES MUST I TELL YOU... I'M *NOT* CAIN MARKO ANYMORE! I HAVEN'T BEEN SINCE THE DAY I BECAME THE *JUGGERNAUT!*

I NEED A *REAL* WORKOUT, TOM -- SOMETHING WORTHY OF MY POWER!

THINK YER READY TO TACKLE THE X-MEN AGAIN, DO YE? DON'T BE DAFT! THEM BLEEDIN' MUTANTS ALWAYS MANAGED TO STYMIE YE!

THE WOMAN COULD CHANGE ALL THAT!

SHE'S A PSYCHIC, BOYO -- FORETELLS THE FUTURE! WITH HER POWER ADDED TO OUR OWN, NO ONE COULD DEFEAT US!

MADAM WEB

PSYC REAPER

ALL RIGHT, YOU'RE RUNNING THIS SHOW! IF YOU SAY SHE'S IMPORTANT, THEN I'LL GO GET HER!

JUGGERNAUT, MIND THE STAIRS! THERE'S NO NEED TO BE IN SUCH AN ALL-FIRED HURRY! WE WON'T BE DOCKIN' FER FIFTEEN MINUTES!

I DON'T FEEL LIKE WAITING, TOM. WHERE DO YOU PLAN TO DOCK?

PIER 23, BUT--!

GOOD. I'LL MEET YOU THERE!

WAIT!

DON'T WORRY, I KNOW HER ADDRESS!

LAIRD, *LAIRD!* WHY DOES THE BOY HAVE TO BE SO HEADSTRONG?

SPLOOSH

AS BLACK TOM CASSIDY RETURNS TO HIS QUARTERS, THE BEING WHO WAS ONCE CAIN MARKO SINKS SWIFTLY TO THE BOTTOM OF THE HARBOR.

*AND THEN, INCREDIBLY, THIS INDESTRUCTIBLE JUGGERNAUT BEGINS **WALKING** TO MANHATTAN!*

MEANWHILE, IN HER TOP-FLOOR MIDTOWN APARTMENT--

--MADAME WEBB SITS IN A STATE OF ENTRANCEMENT, CONCENTRATING ON THE FUTURE THAT MAY YET BE!

MY ASSAILANT DRAWS NEAR! I CAN SENSE--

--THAT HE COMES BY SEA! YES, I CAN SEE HIM EMERGING FROM THE WATERS!

I MUST ALERT SPIDER-MAN...

"...WHEREVER HE MAY BE!"

AT THAT MOMENT, JUST ACROSS TOWN--

--PETER PARKER IS THREADING HIS WAY THROUGH THE CHAOTIC AISLES OF THE **DAILY BUGLE'S** CITY ROOM.

I DON'T HAVE ANY CLASSES FOR A COUPLE OF HOURS...MIGHT AS WELL CHECK IN HERE AND LET PEOPLE KNOW THAT I'M STILL ALIVE!

HELLO, STRANGER! I WAS BEGINNING TO THINK THAT YOU'D FORGOTTEN ABOUT US!

GIMME A BREAK, GLORY! I DROPPED OFF SOME PHOTOS WITH ROBBIE JUST A FEW DAYS AGO!

AND YOU DIDN'T STOP BY TO SEE ME? SHAME-SHAME!

I THOUGHT YOU'D FOUND THE GIRL OF YOUR DREAMS AND RUN OFF TO TAHITI!

UH...NO. I'VE JUST BEEN BUSY.

OOO, GLORY GRANT, YOU REALLY SAID THE WRONG THING THAT TIME! FROM THAT LOOK IN HIS EYES, SOME LADY MUST'VE DONE A NUMBER ON HIM!*

PETER... YOU OKAY?

I'LL LIVE.

*ONE DID...THE **BLACK CAT** IN ISSUE # 227!

HELLO, PETER! IF YOU WANTED TO TALK TO OUR ESTEEMED PUBLISHER, I'D ADVISE AGAINST IT! JONAH'S NOT IN THE BEST OF MOODS!

M CHIEF

IS HE STILL HAVING PROBLEMS WITH THE TRUCKER'S UNION, ROBBIE?

NOPE. IT'S THE PRINTER'S UNION THIS TIME.

I'D RATHER DEAL WITH YOU ANYWAY, ROBBIE. ANY LOOSE ASSIGNMENTS AROUND FOR A HUNGRY FREELANCE PHOTOG?

AFRAID NOT, SON. LANCE BANNON'S BEEN SNAPPING UP ALL THE FREELANCE PHOTO-WORK. SORRY, BUT HE'S BEEN AVAILABLE--YOU HAVEN'T!

HELLO! UH...I'M NOT INTERRUPTING ANYTHING IMPORTANT, AM I?

HUH?

HEY, WHAT IS THIS? OLD HOME WEEK?

WELL, I'LL BE--!

BETTY BRANT!

BETTY BRANT **LEEDS**, ROBBIE! I'M STILL MARRIED... HOPEFULLY FOR A LONG, LONG TIME!

THEN, YOU AND NED HAVE PATCHED THINGS UP? THAT'S GREAT!

WELL, WE'RE NOT OUT OF THE WOODS YET, BUT I HAVE MY HOPES. WE SPENT THE WHOLE LAST MONTH TALKING THINGS OUT WITH A MARRIAGE COUNSELOR.

UNFORTUNATELY, NEITHER OF US WORKED LAST MONTH, SO--!

SAY NO MORE, BETTY! YOU STILL HAVE A JOB HERE AS MY SECRETARY! I FIGURED YOU'D BE BACK BEFORE TOO LONG!

YO, ROBBIE! PHONE!

BE RIGHT THERE!

YOU'LL HAVE TO EXCUSE ME, YOUNGSTERS! A CITY EDITOR'S WORK IS NEVER DONE!

I'M GLAD I RAN INTO *YOU* HERE, PETER. *WE* HAVE A LOT TO TALK ABOUT, TOO.

UH... LOOK, BETTS, I KNOW WE DIDN'T EXACTLY PART ON THE BEST TERMS.

AS A MATTER OF FACT, I ACTED LIKE A REAL HEEL, BUT I DIDN'T MEAN--!

YOU DON'T HAVE TO EXPLAIN, PETER. I WAS HARDLY ACTING RATIONALLY MYSELF THEN.

AFTER I CALMED DOWN, I REALIZED THAT-- WHATEVER WAS DONE OR SAID-- YOU WERE JUST TRYING TO BRING NED AND ME BACK TOGETHER.

I CAN NEVER THANK YOU ENOUGH FOR THAT.

THEN, WE'RE STILL FRIENDS?

ALWAYS, PETER... *ALWAYS!*

MY, *MY!* I REMEMBER BETTY TELLING ME THAT SHE AND PETE WERE A REAL ITEM ONCE UPON A TIME. AND NOW, SHE'S THE OLD GIRLFRIEND! TIMES *DO* CHANGE, DON'T THEY?

BRINNNG

OH, PETE... IT'S FOR YOU!

ME?

BATTERY PARK! HE'LL BE COMING OUT OF THE SEA AT BATTERY PARK! YOU MUST STOP HIM!

=CLICK=

WHAT?! MADAME WEB AGAIN!

HEY, GLORY-- I GOTTA RUN!

NICE TALKING TO YOU!

=?!?=

BYE, BETTY! SEE YA!

EVEN WHEN WE WERE DATING, PETER WAS ALWAYS RUNNING OFF AT A MOMENT'S NOTICE.

SOME THINGS NEVER CHANGE.

MOMENTS LATER...

DAILY BUGLE

"COMING OUT OF THE SEA?!"

WHO AM I GOING UP AGAINST...THE *SUB-MARINER?!*

I HOPE NOT! SUBBY CAN BE ONE TOUGH CUSTOMER!

WEBBING HIS STREET CLOTHES INTO A PROTECTIVE COCOON, PETER SWITCHES TO HIS COSTUMED IDENTITY, AND IS GONE IN MERE SECONDS!

WHILE, AT THE SOUTHERN TIP OF MANHATTAN ISLAND, THE WATERS OFF HISTORIC BATTERY PARK SUDDENLY BUBBLE AND CHURN--

--AS A MASSIVE FIGURE BREAKS THE SURFACE!

YEAH! I KNEW I'D GET HERE IF I JUST KEPT HEADING NORTH!

THE LAST TIME I WAS IN THIS PARK, I WAS JUST A KID...AN ORDINARY, PUNK KID. THAT WAS A LONG TIME AGO...

...LONG BEFORE I FOUND THE MYSTIC RUBY OF CYTTORAK IN A LOST ORIENTAL TEMPLE.

ONCE I POSSESSED THAT GEM, I STOPPED BEING ORDINARY!

ITS POWER TRANSFORMED ME INTO AN UNSTOPPABLE HUMAN JUGGERNAUT!

KRAK

AND I LIKE THAT JUST FINE!

HOLEE--! WHAT'S *THAT*?!

I DON'T THINK I WANNA KNOW!

ABC

THIS MADAME WEB LIVES ABOUT FIVE MILES FROM HERE, SHOULDN'T TAKE TOO LONG TO FIND HER...

SWAT

CRONK

...IF I TAKE A DIRECT ROUTE.

MOMENTS LATER...

SOMETHING TELLS ME I'VE FOUND WHAT I'M LOOKING FOR!

HONK BREE-HONK BEEP REEE HONK

WOW! WHAT A MESS!

IF THE SUB-MARINER IS BEHIND THIS, HE MUST HAVE ONE HECKUVA MAD-ON!

WHOA! SCRATCH THAT! SUBBY HAS A TEMPER, BUT I'VE NEVER SEEN HIM SMASH THROUGH A BUILDING LIKE THIS!

THIS LOOKS MORE LIKE SOMETHING THE *HULK* WOULD DO!

MEANWHILE, JUST A FEW BLOCKS AWAY, IN THE HEART OF THE FINANCIAL DISTRICT...

I HATE THESE CRUMMY NARROW STREETS!

I NEED ROOM... LOTS OF ROOM!

AH-*HAH!* TARGET SIGHTED!

THAT GUY MAY NOT BE THE HULK, BUT HE LOOKS ABOUT AS BIG!

IN FACT, HE LOOKS LIKE A BIG, BROWN HUMAN TANK!

QUESTION IS... HOW DO I STOP HIM?

HEY, I'LL BET THAT SOMEONE AS BIG AND BULKY AS HIM WOULD FALL RIGHT OVER, GIVEN THE PROPER INCENTIVE!

FOOOING

SO, I'D SAY THAT A LITTLE SNEAK ATTACK WAS IN ORDER!

I KNOW I'LL HATE MYSELF FOR THIS IN THE MORNING, BUT--!

ARCING HIGH OVER THE CITY STREETS, SPIDER-MAN EXECUTES A DESPERATE MID-AIR BACK-FLIP--

--LANDING FEET-FIRST ON THE CORNICE OF A NEARBY BUILDING!

WHAT'S THAT GUY MADE OF? IF I'D REACTED ANY SLOWER, I'D HAVE HIT THIS WALL WITH A *SPLAT*, INSTEAD OF A *THUMP!*

THAT'S WHAT I GET FOR BEING SNEAKY, I GUESS!

WELL, A LITTLE WEBBING SHOULD HOLD HIM!

THWIP

BUT, INCHES BEFORE STRIKING THE LUMBERING FIGURE, SPIDER-MAN'S AMAZING WEBBING IS HALTED BY A GLOWING AURA OF PURE FORCE!

GREAT...JUST *GREAT!* HE WOULD HAVE TO HAVE HIS OWN PRIVATE FORCE FIELD!

THAT MAKES IT A LITTLE MORE DIFFICULT TO STOP HIM...

...BUT NOT NECESSARILY IMPOSSIBLE!

WITH A PRACTICED DOUBLE-TAP OF A PALM-SWITCH, SPIDER-MAN FIRES HIS WEBBING DOWN BETWEEN THE BUILDINGS--

THWIP

--QUICKLY WEAVING A BARRIER ACROSS THE STREET AHEAD OF THE LUMBERING BEHEMOTH!

THE STRENGTH OF THIS ARTIFICIAL WEBBING IS ASTOUNDING...

A SINGLE STRAND IS STRONGER THAN PIANO WIRE!

A SMALL MAT OF WEB-BING CAN KEEP A HIGH-SPEED CAR ROOTED IN PLACE!

YET THE JUGGERNAUT RUMBLES ON, STRETCH-ING SPIDER-MAN'S WEB TO THE LIMIT OF ITS ELASTICITY!

AND THE WEB-BING DOES NOT FAIL! IT HOLDS!

ITS MOORINGS, UN-FORTUNATELY, DO NOT!

SHRUGGING FREE OF THE NOW-SLACK NET, JUGGERNAUT WALKS ON...

...NEVER MISSING A STEP!

CRIMENY! HE *IS* IN THE HULK'S CLASS! GIVEN TIME, HE WOULD HAVE SNAPPED MY WEBBING!

I EXPENDED ALL OF THAT WEB-FLUID, AND DIDN'T EVEN SLOW HIM DOWN...NOT THAT HE'S THAT FAST TO BEGIN WITH!

OUT-DISTANCING HIM IS A SNAP! IF I COULD ONLY STOP HIM AS EASILY!

OH-*HO!* WHAT'S THIS? A POT HOLE!

A LITTLE ENLARGEMENT, AND THIS WILL MAKE A DANDY TANK-TRAP FOR OL' BROWN-BOY!

I JUST HOPE THE STREET DEPART-MENT DOESN'T HEAR ABOUT THIS!

IN A MATTER OF MINUTES, HIS TRAP IS COMPLETED. SPIDER-MAN WEBS OFF THE SIDE-STREETS TO KEEP THE CURIOUS OUT OF HARM'S WAY.

AND THE JUGGERNAUT KEEPS COMING!

HE'S ALMOST IN POSITION. ALL I HAVE TO DO IS DRAW HIS ATTENTION, SO HE DOESN'T SEE THE HOLE!

YOO-HOO, LAUGHING BOY! WANNA PLAY CATCH?

EH? WHAT'S YOUR PROBLEM?

OH, I GET IT--YOU WANTED ME TO TAKE A FALL!

IS THIS HOLE SUPPOSED TO HOLD ME?

STUPID! NOTHING HOLDS THE JUGGERNAUT!

THAT'S THE GENERAL IDEA, PAL! WHY DON'T YOU MAKE YOURSELF COMFORTABLE DOWN THERE, UNTIL THE COPS CAN...

OH, NO.

BOOM

BOOM

BOOM

BOOM

OKAY, PAL, HOLD IT RIGHT THERE!

JUGGERNAUT?! WELL, HE CERTAINLY LIVES UP TO HIS NAME!

LOOKS LIKE THERE'S JUST ONE WAY TO STOP HIM!

OUT OF MY WAY, LITTLE MAN!

SORRY, JUGGY-- NO CAN DO!

BESIDES, MY NAME'S NOT "LITTLE MAN"!

IT'S *SPIDER-MAN* ...AS IN "THE AMAZING--!"

I'VE HEARD OF YOU.

THAT'S NICE... YOU, I'VE NEVER HEARD OF!

BUT, "THE BIGGER THEY ARE"...ETCETERA!

SO =*UNGH*= C'MON! =*UNGH*= FALL DOWN!

FIVE MINUTES LATER...

THIS IS RIDICULOUS! I'D BE BETTER OFF WRESTLING A TANK! ALL I'M DOING IS WEARING MYSELF OUT!

GIVE UP. YOU CAN'T POSSIBLY STOP ME!

"GIVE UP"? US SPIDER-MEN DON'T KNOW THE MEANING OF THOSE WORDS!

VOCABULARY ISN'T OUR STRONG SUIT, EITHER.

I'M GOING TO STICK TO YOU UNTIL YOU STOP! SO GET USED TO...*HEY!* LEGGO MY ARM!

I THOUGHT YOU WANTED TO STICK TO ME!

WHERE ARE YOU GOING?

YOU'LL SEE.

OH, NO!

KRRUUUMMMBB

BLASTED NUISANCE.

AND BEHIND, IN THE WAKE OF THE JUGGERNAUT...

OOOO! MY WHOLE BODY HURTS!

RRRING

I DON'T BELIEVE HE WALKED *THROUGH* THE BUILDING!

OMIGOD! IS EVERY-ONE--?

I THINK THEY'RE OKAY... JUST HAD THE WIND KNOCKED OUT OF THEM!

RRRING

HEY, COULD SOMEONE ANSWER THAT PHONE? MY HEAD'S RINGING ENOUGH AS IT IS!

HELLO! MERRILL, LYNCH, PIERCE, FENNER AND--!

UH...YES, HE IS! SPIDER-MAN? IT'S FOR YOU!

MADAME WEB HERE.

WHO ELSE?

I HAVE PERCEIVED A WORD IN CONNECTION WITH OUR FOE, DOES "*CYTTORAK*" MEAN ANYTHING TO YOU?

CYTTORAK? YEAH, MAYBE!

LOOK, M.W., THIS GUY IS TOO MUCH FOR THE TWO OF US--WE NEED HELP! CALL THE FANTASTIC FOUR...THE AVENGERS...SOMEBODY!

I'LL GET BACK TO YOU, SOON AS I CAN!

I'M CERTAIN I ONCE HEARD DR. STRANGE MENTION CYTTORAK! MAYBE HE CAN SHED SOME LIGHT ON THE JUGGERNAUT!

WHILE SPIDER-MAN SKITTERS AWAY, MADAME WEB TRIES TO PSYCHICALLY LOCATE THE TWO FAMED FIGHTING TEAMS...

...THE AVENGERS...

...AND THE *FANTASTIC FOUR*...

...AND DISCOVERS THAT NEITHER CAN BE REACHED!*

*SEE F.F. #241 & AVENGERS #219.

AND SHORTLY, IN THE HEART OF MANHATTAN'S GREENWICH VILLAGE, IN AN ARCANE OLD BLEECKER STREET TOWNHOUSE--

--THE FAITHFUL MAN-SERVANT **WONG** BUSIES HIMSELF, CLEANING THE RESIDENCE OF DR. STEPHEN STRANGE.

FEW SUSPECT THAT DR. STRANGE IS A MASTER OF THE MYSTIC ARTS...

...BUT THERE ARE **SOME** WHO KNOW!

TAP TAP

HIYA, WONG. WHERE'S DOC?

THE MASTER IS AWAY.

NOT AGAIN! THIS TRICK NEVER WORKS!

I BEG YOUR PARDON?

NEVER MIND. DO YOU KNOW ANYTHING ABOUT A BIG LUG CALLED THE JUGGERNAUT?

YES, THE MASTER HAS SPOKEN OF HIM. HE IS SUPPOSEDLY UNSTOPPABLE.

THAT'S NOT EXACTLY A NEWS FLASH! DOESN'T HE HAVE ANY WEAK SPOTS?

I COULD NOT SAY...

...PERHAPS YOU WOULD DO WELL TO CONTACT THE X-MEN. I UNDERSTAND THAT HE HAS DONE BATTLE WITH THEM.

EXCUSE ME... THE PHONE--!

DING-A DING

DON'T BOTHER, WONG--

--IT'S PROBABLY FOR ME! MY ANSWERING SERVICE ISN'T TO BE BELIEVED!

MADAME WEB? YEAH, LISTEN, THE X-MEN--!

I ALREADY SENSED THEIR CONNECTION--

--BUT THEY ARE BEYOND REACH AT THIS TIME, AS ARE THE OTHERS YOU MENTIONED. I'M...AFRAID THERE IS NO HOPE.

DON'T GIVE UP THE SHIP YET, M.W. CALL THE COPS AND CUE THEM IN ON WHERE JUGGY'S HEADED.

AND DON'T PANIC! I'LL BE RIGHT OVER!

THANKS FOR THE USE OF THE PHONE, WONG!

MAY I BE OF FURTHER ASSISTANCE, SPIDER-MAN?

WELL...IF YOU KNOW ANY GOOD PRAYERS, SAY ONE FOR ME!

SWIFTLY SWINGING UPTOWN, SPIDER-MAN SURVEYS THE RESULTS OF JUGGERNAUT'S PASSAGE...

THAT'S THE WORST TRAFFIC JAM I'VE SEEN IN MONTHS!

THERE'S NOT MUCH DOUBT AS TO WHO'S TO BLAME!

THWIP

SEVERAL BLOCKS LATER...

YEP, JUGGERNAUT'S BEEN HERE ALL RIGHT!

AND HE'S GETTING CLOSER TO MADAME WEB'S PLACE! I'D BETTER GET THERE AHEAD OF HIM!

AT THAT MOMENT, A MERE TEN BLOCKS FROM MADAME WEB'S APARTMENT...

THAT TIP WE GOT WAS ON THE LEVEL! STOP HIM!

HOW, SARGE? HE'S SHRUGGIN' OFF .45 SHELLS LIKE THEY WERE MARSHMALLOWS!

BAH! IS THIS THE BEST THE POLICE CAN THROW AT ME? SPIDER-MAN WAS MORE OF A CHALLENGE!

BUT HOW CAN THEY KNOW --HOW CAN THEY BEGIN TO GRASP-- JUST HOW LITTLE THEIR ATTACK MEANS TO ONE WHO HAS WITHSTOOD THE BLUDGEONING POWER OF THE INCREDIBLE HULK?!

UNKNOWN TO THE JUGGERNAUT, MANY OF THE THREE DOZEN POLICEMEN WHO WAIT FOR HIM DOWN THE STREET, HAVE ALSO FACED THE HULK BEFORE.

THESE ARE THE BRAVEST OF THE BRAVE...

...THIRTY-SIX CRACK PATROLMEN, ASSEMBLED UNDER THE COMMAND OF LT. KRIS KEATING AS THE N.Y.P.D.'S SPECIAL WEAPONS TASK FORCE!

THIS IS THE POLICE! YOU ARE UNDER ARREST! RAISE YOUR HANDS ABOVE YOUR HEAD AND HALT!

"SIR, HE'S NOT STOPPING!

"LOOK AT THE SIZE OF 'IM!

"SIR, INFRA-RED SCOPES SHOW SUBJECT TO BE IN RANGE!

"AWAIT-ING ORDERS, SIR.

"SIR?"

COMMENCE FIRING!

THIS CONCENTRATED ARTILLERY BARRAGE WOULD REDUCE A HOUSE TO SPLINTERS.

IT DOESN'T EVEN SLOW THE JUGGER-NAUT DOWN!

AND THEN, JUST A FEW HUNDRED FEET PAST THE BREACHED BARRICADES...

ARN

THIS IS THE ADDRESS. NOT A VERY FANCY PLACE FOR A BIG-DEAL PSYCHIC!

NOT THAT IT MATTERS MUCH!

SHRAK

WHAT'S THIS?

THAT BLASTED SPIDER-MAN'S BEEN HERE! HOW'D HE KNOW WHERE I WAS HEADED?

WELL, NO SENSE IN WASTING TIME RIPPING THIS WEBBING DOWN.

THE WALL'S A LOT LESS STURDY.

I'M GETTING TIRED OF THIS.

IF THAT LITTLE WEB-FACED IDIOT GETS IN MY WAY AGAIN, I'LL HAND HIM HIS HEAD!

MEANWHILE, ON THE TOP FLOOR...

I CAN HEAR HIM POUNDING UP THE STAIRS, M.W.-- MY WEBBING ISN'T GOING TO STOP HIM. WE NEED AN EQUALIZER!

IN THE CLOSET TO YOUR LEFT, SPIDER-MAN, YOU'LL FIND AN EMERGENCY GENERATOR.

YEA-A-AH! THIS STUFF SHOULD WORK JUST FINE!

WITH ALL THE TRANSFORMERS IN HERE, I CAN BOOST THE VOLTAGE HIGH ENOUGH TO KNOCK OUT A HERD OF RHINOS!

SOON... APARTMENT 8-G...THAT'S THE ONE. THERE'S SOME KIND OF GOO ALL AROUND THE DOOR FRAME.

8G

SPIDER-MAN MUST BE IN THERE.

I'VE COME FOR MADAME WEB. OPEN THE DOOR.

SUCK AN EGG, JUGGY!

THAT DOOR IS SHEATHED IN STEEL...I WOULDN'T TOUCH IT, IF I WERE YOU!

VMMMMMM

YOU THINK THIS WILL STOP ME?

FOR AN INSTANT, THE JUGGERNAUT IS TRANSFIXED, AS THE EQUIVALENT POWER OF A MILLION VOLTS ARCS OVER HIS BODY!

HE...HE'S TAKING IT! AND RESISTING IT! THE SYSTEM CAN'T TAKE THE STRAIN!

IT'S OVERLOADING!

AND THEN...

I'VE HAD ENOUGH!

YOU'VE BEEN WASTING MY TIME ALL MORNING... AND YOU HAVEN'T EVEN GIVEN ME A DECENT WORK-OUT!

BEFORE I GET WHAT I CAME FOR, I'M GOING TO BEAT THE STUFFINGS OUT OF YOU!

WHUMB

NO, NO! IT'S ALL HAPPENING ...JUST THE WAY I DREAMT IT!

WHEN I GET MY HANDS ON YOU--!

YOU HAVE TO CATCH ME FIRST, JUGGY!

I HAVE TO TRY AND LURE HIM OUT OF HERE--AWAY FROM MADAME WEB!

FOOL!

KROOM

HIS SPIDER-SENSE WARNS HIM OF THE DANGER--

--BUT IT IS A DANGER WHICH HE CANNOT AVOID!

THE CEILING GIVES WAY BEFORE THE BLUDGEONING POWER OF JUGGERNAUT'S BLOWS--AND HUNDREDS OF POUNDS OF PLASTER RAIN DOWN!

YOU'RE COMING WITH ME, WEB!

NO, PLEASE DON'T--!

I WON'T HURT YOU, I JUST--!

AAHKK! NOOO!

SNAP

WHAT'S WRONG? YOU HAVING SOME SORT OF FIT?

YOU BIG, DUMB JERK! SHE'S GOING INTO CONVULSIONS!

THAT CHAIR YOU YANKED HER OUT OF WAS A LIFE SUPPORT SYSTEM!

IF YOU MOVE HER...SHE DIES!

DIES?

THEN I CAME ALL THIS WAY FOR NOTHING.

SHE'S OF NO USE TO ME THIS WAY!

WAIT! YOU CAN'T JUST--!

WHY, THAT CALLOUS @%x!☆!!

UNNGH! MY BRUISES MUST HAVE BRUISES--

--BUT I HAVE TO PUT THE PAIN OUT OF MY HEAD! HAVE TO KEEP HER GOING WITH MOUTH-TO-MOUTH RESUSCITATION--

"--UNTIL HELP ARRIVES!"

GET AN AMBULANCE!

≥PUFF≤

HURRY!

MINUTES LATER...

AND THEN, HE JUST... LEFT.

NYC RESCUE

YEAH, THAT JIBES WITH OUR INFO. HE'S APPARENTLY HEADED FOR THE HUDSON RIVER... LORD KNOWS WHY!

HOW'S THE WEB WOMAN DOING, CHARLIE? SHE GONNA LIVE?

HARD TO SAY, GUS. WE GOT HER HOOKED UP TO THE PORTABLE LIFE-SUPPORT UNIT... BUT IT'LL BE TOUCH AND GO.

'SCUSE ME-- WE GOTTA RUN!

RESCUE

RIGHT.

OKAY, SPIDER-MAN, IF YOU'D JUST--! HEY, WHERE'D HE GO?

UP THAT LAMPPOST, OFFICER! HE LIT OUT LIKE A HOUSE ON FIRE!

HE AS GOOD AS KILLED HER, AND IT DIDN'T MEAN A THING TO HIM!

THWIP

HE JUST DROPPED HER... LIKE SHE WAS A SIDE OF BEEF OR SOME-THING!

THAT LADY ASKED ME FOR HELP, AND I FAILED HER-- JUST LIKE I FAILED UNCLE BEN... AND CAPTAIN STACY... AND GWEN!

MAYBE IT WAS IMPOSSI-BLE TO SAVE MADAME WEB... I NEVER DID UNDERSTAND HOW THAT CLAIRVOYANT POWER OF HERS WORKED.

THEY ALL DIED BECAUSE OF ME... BECAUSE I SCREWED UP!

BUT, IMPOSSIBLE OR NOT, THAT DOESN'T LET ME OFF THE HOOK!

SHE MAY BE DYING RIGHT NOW-- --AND IT'S MY FAULT!

WELL, I'M NOT GOING TO LET JUGGERNAUT GET AWAY WITH THIS!

I'M GOING TO FIND A WAY TO STOP THAT "UNSTOPPABLE" HUMAN TANK--

--OR DIE TRYING!

TO BE CONTINUED!

60¢ | 230 JULY 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

© 1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN

TO FIGHT THE *UNBEATABLE* FOE!

J.R. JR. + MILGROM

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

TO FIGHT THE UNBEATABLE FOE!

by Roger Stern, John Romita Jr., Jim Mooney, Glynis Wein, Joe Rosen, Tom DeFalco & Jim Shooter

IT HAD STARTED WITH A NIGHTMARISH VISION!

MADAME WEB, THE FAMED BLIND PSYCHIC HAD FORESEEN THE COMING OF A DARK MONSTROUS FIGURE WHICH WOULD THREATEN HER LIFE.

HER MENTAL ABILITIES TOLD HER THAT ONLY ONE MAN STOOD A CHANCE OF SAVING HER...PETER PARKER, A MAN SHE KNEW TO BE **THE AMAZING SPIDER-MAN!**

SHE APPEALED TO HIM FOR HELP...

BUT NEITHER OF THEM KNEW THAT THE MUTANT CRIMINAL **BLACK TOM CASSIDY**, HAD SENT HIS PARTNER, THE UNSTOPPABLE **JUGGERNAUT** TO ABDUCT MADAME WEB...

JUGGERNAUT SMASHED HIS WAY THROUGH HALF OF NEW YORK TO REACH MADAME WEB. NOTHING SPIDER-MAN DID COULD STOP HIM!

NOT REALIZING THAT MADAME WEB DEPENDED UPON HER LIFE-SUPPORT CHAIR FOR SURVIVAL, JUGGERNAUT PULLED HER FREE! AND THEN, SEEING THAT THE WOMAN WOULD BE OF NO USE TO HIM--

--HE LEFT HER TO DIE!

AND NOW, AS HE RACES ACROSS THE CITY'S SKYLINE, SPIDER-MAN IS MORE DETERMINED THAN EVER TO STOP THE JUGGERNAUT...

...EVEN AT THE COST OF HIS OWN LIFE!

THE POLICE MEDICS DIDN'T THINK MADAME WEB HAD A VERY GOOD CHANCE OF PULLING THROUGH.

THAT LADY DEPENDED ON ME, AND I LET HER DOWN.

MAYBE THERE WAS NEVER ANY REAL HOPE OF SAVING HER. A JUGGERNAUT IS SUPPOSEDLY SOMETHING WHICH CAN'T BE STOPPED.

BUT I WON'T BUY THAT!

THWIP

I WON'T LET THAT WALKING TANK JUST BLITHELY WALTZ OUT OF TOWN!

IT SHOULDN'T TAKE TOO LONG TO FIND HIM.

HE LEAVES A PRETTY CLEAR TRAIL.

THE COPS WERE RIGHT... HE'S HEADED WEST, TOWARDS THE RIVER.

AND FROM THE SPIDER-SENSE WARNING BUZZ I'M GETTING--

"--I'D SAY THAT I'VE FOUND HIM!"

CRUNK

OUT OF MY WAY!

A FINE THING! I COME ALL THIS WAY TO GRAB AN OLD WOMAN... AND I CAN'T MOVE HER WITHOUT KILLING HER!

IF ONLY BLACK TOM HAD FOUND OUT MORE ABOUT HER BEFORE SENDING ME ON THIS WILD GOOSE CHASE--

--HE WOULDN'T HAVE WASTED MY TIME!

DOESN'T LOOK LIKE HE'S IN A VERY GOOD MOOD, BUT NEITHER AM I!

SO FAR TODAY, HE'S LED ME ON A MERRY CHASE, SLAMMED ME THROUGH THE SIDE OF A BUILDING, AND MAYBE KILLED A FRIEND OF MINE!

I HAVE TO STOP HIM... BUT HOW?!

EARLIER I ZAPPED HIM WITH CLOSE TO A MILLION VOLTS, AND IT DIDN'T EVEN FAZE HIM. MAYBE IF I HIT HIM WITH SOMETHING HEAVY! BUT WHERE WILL I FIND...

SAY! THE OLD HOTEL SCHLITZ... YEAH!

THEY'RE RIPPING DOWN THIS OLD FIRETRAP TO MAKE WAY FOR THE NEW METRO-BANK BUILDING.

LOTS OF STUFF IN HERE TO THROW! IN FACT, I'D SAY THIS CALLS FOR THE OLD "WILLIAM TELL" BIT!

THWIP

THWIP

ALL I NEED TO DO IS WEB UP A LITTLE OL' SLING--

--CHOOSE AN APPROPRIATE SHAFT, AND...

...BET I CAN KNOCK THAT HELMET RIGHT OFF HIS NOGGIN!

TWUNG

WHAT--?

SOMEONE'S TOSSING GIRDERS AT ME, EH? WELL, THAT'S TOO BAD...

TUCK

...FOR THEM!

WITH THE EASE OF A MAN SMASHING THROUGH STYROFOAM, THE JUGGERNAUT MAKES HIS WAY INTO THE DEMOLITION SITE...

WH-WHAT'S THAT? WHAT'S HE GONNA DO?!

FROM THE LOOKS OF 'IM, ANYTHING HE WANTS TO!

LET'S GET OUTTA HERE!

WOW! MY SPIDER-SENSE IS BUZZING TO BEAT THE BAND!

BUT WHAT CAN HE DO TO ME FROM DOWN THERE?

SPIDER-MAN! SO, IT'S YOU AGAIN! YOU THINK YOU'RE SAFE UP THERE? HAH!

THINK AGAIN!

I-I DON'T BELIEVE IT! HE RIPPED OFF THE WHOLE CORNER OF THE BUILDING!

ONE THING'S FOR CERTAIN...

KERACK

...I'LL HAVE TO HIT HIM WITH SOMETHING A LOT HARDER!

BUT, I THINK I HAVE JUST THE THING... RIGHT IN HAND!

THEY'VE BEEN USING THIS THREE-TON STEEL BALL TO BATTER DOWN THE BUILDING...

SNAP

...LET'S SEE HOW GOOD IT IS AT BATTERING A BIG, BROWN HUMAN TANK!

HEADS UP, JUGGY! IT'S TIME FOR A FAST GAME OF CATCH!

YOU THINK THAT LITTLE THING'S GOING TO STOP ME?

DON'T MAKE ME LAUGH!

TOOONG

WITH A SINGLE, BACKHANDED PUNCH, JUGGERNAUT DIVERTS THE HURTLING METAL SPHERE DEEP INTO THE HEART OF THE DERELICT BUILDING...

KRA-KOW

...MUCH TO SPIDER-MAN'S DISMAY!

OH, NO.

SMASHING THROUGH SEVERAL KEY SUPPORTS, THE SPEEDING BALL BRINGS DOWN THE ENTIRE SIDE OF THE BUILDING!

ALERTED JUST IN TIME BY HIS SPIDER-SENSE, THE NIMBLE ADVENTURER DIVES FOR THE PROTECTIVE COVER OF A PILE OF RE-INFORCED SEWER PIPES.

WHEW! JUST MADE IT!

HOWEVER THE JUGGERNAUT DOESN'T BUDGE AN INCH, AND SO, HIS MASSIVE FORM IS LOST BENEATH TONS OF PLUMMETING BRICK AND STEEL!

KOFF-KOFF! I DON'T KNOW WHICH IS WORSE... THE RINGING IN MY EARS FROM THE WRECKAGE HITTING THE PIPES... OR THE BRICK DUST UP MY NOSE!

HAVING A FULL-FACE MASK HELPS SOME... BUT NOT ENOUGH!

AND, TWENTY MINUTES LATER...

AT LAST! I THOUGHT I'D NEVER DIG MY WAY OUT!

I ALMOST FEEL SORRY FOR THE JUGGERNAUT. HE NEVER HAD A CHANCE!

HARRY, LOOK! OVER HERE!

GEEZ! THEN BOTH OF 'EM SURVIVED!

WHAT?! DID YOU SAY, "BOTH OF 'EM"?

WITH A SINGLE, THREE-STORY LEAP, SPIDER-MAN ONCE MORE TAKES TO THE CITY SKIES, SWINGING WESTWARD ON HIS ASTOUNDING WEB-LINE!

THWIP

YEAH! THAT BIG FELLA *WALKED* OUT OF THE WRECK-AGE!

WHERE'S MY MIND? I FORGOT ALL ABOUT THAT PERSONAL FORCE-FIELD JUGGY HAS! THE BRICKS PROBABLY NEVER EVEN TOUCHED HIM!

NOW, I HAVE TO FIND HIM ALL OVER AGAIN!

DAILY BUGLE

MEANWHILE, NOT FAR ACROSS TOWN, IN THE SEVENTEENTH FLOOR CITY ROOM OF NEW YORK'S LEADING DAILY NEWSPAPER--

--A GROUP OF TOP-FLIGHT REPORTERS HUDDLE AROUND A POLICE RADIO SCANNER...

SQUAWK! CAR 63 REPORTS JUGGERNAUT ON THE OUTSKIRTS OF THE WAREHOUSE DISTRICT... CORDON OFF ALL ADJACENT AREAS!

SOUNDS LIKE A BIG ONE, ROBBIE!

RIGHT! CHARLIE, YOU AND GUS GET OVER TO THE HUDSON!

GOTCHA, BOSS!

BILL, STAND BY FOR REWRITE!

I'M GOING TO JONAH WITH THIS... HE'S SURE TO WANT AN EXTRA EDITION!

7

AND, WHILE THE CITY EDITOR CONFERS WITH HIS CHIEF-- ACROSS THE ROOM, HIS SECRETARY DEALS WITH A "VISITOR"...

I'M SORRY, BUT MR. ROBERTSON WILL BE TIED UP FOR SOME TIME!

PERHAPS I SHOULD CALL LATER?

GOOD IDEA!

LIKE NEXT YEAR!

WAY TO GO, BETTY! YOU HANDLED THAT PEST LIKE A VETERAN!

WELL, GLORY... I *WAS* JONAH'S SECRETARY FOR A FEW YEARS!

OH, RIGHT! I'D ALMOST FORGOTTEN ...I HAVE YOUR OLD JOB! COFFEE?

MMM! YOU BET!

SO, HOW'S IT COMPARE... WORKING FOR ROBBIE, AS OPPOSED TO JONAH?

THEY'RE WORLDS APART! ROBBIE *IS* DEMANDING, BUT HE'S SO REASONABLE AND EVEN-TEMPERED, WHILE JONAH IS... WELL...YOU KNOW!

DO I EVER!

DON'T THINK YOU CAN GET AWAY WITH THIS, LANCE BANNON!

UH-OH...WHAT'S THIS?

YOU'RE NOT THE ONLY MAN IN MY LIFE, YOU KNOW!

AND YOU'RE NOT THE ONLY WOMAN IN MINE, AMY...SO WHAT? YOU'RE THE ONE WHO WANTED AN OPEN RELATIONSHIP!

UH, TELL ME, MS. GRANT... I'VE BEEN OUT OF TOWN...WHO'S OUR LOVING COUPLE?

THE LADY'S NEW TO ME, MRS. LEEDS, BUT THE DUDE WITH THE CAMERA IS GOD'S GIFT TO PHOTOGRAPHY...JUST ASK HIM!

I HAVE HALF A MIND TO WALK!

SO? WALK!

ALL RIGHT! I WILL!

BUT YOU HAVEN'T HEARD THE LAST OF THIS...NOT BY A LONG SHOT!

MINUTES LATER...

AND I HAVE MORRIS ON REWRITE, JONAH.

THE WORDS DON'T WORRY ME, ROBBIE. IT'S PICTURES WE NEED.

HOW LONG YOU WORKED HERE, BABE?

EH? *BANNON!* PULL YOURSELF AWAY FROM THE TYPING POOL AND GET YOUR BEHIND OVER TO THE HUDSON! ON THE DOUBLE!

OOPS.

YESSIR, MR. JAMESON! RIGHT AWAY!

AT THAT MOMENT, A YACHT SITS AT ANCHOR ON THE HUDSON RIVER, JUST OFF PIER 23.

IT'S SOLE OCCUPANT... BLACK TOM CASSIDY!

I DON'T LIKE THIS. JUGGERNAUT SHOULD HAVE BEEN BACK BY NOW.

THERE'S NOT A FORCE ON THIS EARTH THAT COULD'A STOPPED HIM...

...FAR AS I KNOW.

ANXIOUSLY, TOM SCANS THE ISLAND TO THE EAST...THE DOCKS, THE DECAYING REMAINS OF THE ONCE-PROUD WESTSIDE HIGHWAY...

...BEYOND THAT, THE CONSTRUCTION SITE OF A NEW FOUR-BLOCK SQUARE CONVENTION COMPLEX...

...AND BEYOND *THAT*...

12

NY

JUGGERNAUT! AYE, THERE HE BE!

BUT WHERE'S THE WOMAN? WHERE'S MADAME WEB?!

AN' WHAT THE DEVIL IS THAT A'FOLLOWIN' HIM? GLORY BE...

9

"...IT'S SPIDER-MAN!"

HE'S ALMOST TO THE DOCKS...PROBABLY INTENDS TO LEAVE BY SHIP.

IF I'M GOING TO STOP HIM, I'D BETTER THINK OF SOMETHING... FAST!

HAHN? OH, FINE! MY RIGHT WEB-SHOOTER IS OUT OF FLUID!

SPLTZ

WHAT?! NOT THE LEFT ONE, TOO!

SPLTZ

THIS JUST--

--ISN'T MY--

--DAY!

STILL, THE OL' SPIDER-AGILITY CAME THROUGH FOR ME AGAIN... PERFECT ONE-POINT LANDING.

BETTER RELOAD MY WEB-CARTRIDGES!

THUNK

HEY! WHAT'S THE BIG IDEA? CAN'T A GUY TAKE A LUNCH BREAK IN PEACE?

OH, NO! THIS CAN'T BE HAPPEN-ING!

ALL OF MY FLUID CARTRIDGES ARE EMPTY! I USED UP MY ENTIRE SUPPLY TRYING TO WEB JUGGY EARLIER THIS MORNING!

HEY, YOU!

I BEG YOUR PARDON?

GET OFFA MY TRUCK, YA BLASTED MENACE!

AND DON'T TRY NOTHIN'! I READ IN THE DAILY BUGLE THAT YOU'RE A BIG CREEP!

YOU CAN READ? WHAT A SURPRISE!

GIVE ME THAT!

WHU--?!

LOOK, PAL, I HAVEN'T HAD A VERY GOOD DAY, AND I'M IN NO MOOD FOR HASSLES!

BUT DESPITE WHAT J. JONAH JAMESON'S STUPID EDITORIALS SAY, I'M NO MENACE. AND I DON'T WANT ANY TROUBLE FROM YOU!

UH... UH...

BELIEVE ME, IF I *DID* WANT TROUBLE, I COULD CERTAINLY DISH IT OUT. SO DON'T PUSH ME, AND I WON'T PUSH YOU, OKAY?

OKAY. I... THAT IS...

'BYE!

HEY, COME BACK HERE! THIS IS A NO-PARKING ZONE! YOU CAN'T JUST LEAVE A GASOLINE TRUCK HERE!

GASOLINE TRUCK? *HEEEYYY!*

MEANWHILE, JUST A FEW HUNDRED YARDS AWAY...

BLASTED CITY.

IF THEY'RE NOT TEARING BUILDINGS DOWN, THEY'RE SLAPPING THEM UP. WHY CAN'T THEY MAKE UP THEIR MINDS?

WONNK WONNK

EH? NOW WHAT?

WONNK

A TANKER TRUCK? WHO'D BE FOOL ENOUGH TO COME AFTER ME WITH THAT?

WONNK WONNK

ACCELERATOR'S WEDGED TO THE FLOOR...IT'S TIME TO GO FOR BROKE!

SPIDER-MAN! I SHOULD HAVE KNOWN.

ALL RIGHT, IF YOU THINK YOU'RE TOUGH ENOUGH--

--COME AND GET ME...I'M NOT BUDGING!

H-HE ACTUALLY THINKS HE CAN SURVIVE A DIRECT HIT FROM THIS THING!

WELL, WHETHER HE CAN OR NOT, I KNOW *I* CAN'T!

I HAVE TO LEAP AWAY AS FAR AS I CAN! WHEN THAT THING HITS--!

THIS WON'T HURT ME!

NOTHING CAN!

GOOD LORD, I HAVEN'T FELT THAT KIND OF BLAST FROM THE *HUMAN TORCH!*

IF I'D BEEN A SECOND SLOWER IN GETTING BEHIND THESE GIRDERS, THE HEAT ALONE WOULD HAVE SINGED MY COSTUME!

AND, OUT ON THE HUDSON...

SWEET MOTHER O' MERCY! I DIDN'T THINK ANYTHING THIS SIDE OF AN A-BOMB COULD CAUSE A BLAZE LIKE THAT!

AN' JUGGERNAUT'S RIGHT IN THE HEART OF IT!

C'MON, BUCKO-- WHERE ARE YE? YE CAN SURVIVE THIS...YE HAVE TO!

IT'S LIKE STARING INTO A BLAST FURNACE.

LORD, WHAT HAVE I DONE?

JUGGERNAUT MUST HAVE BEEN INCINERATED INSTANTLY!

NOT EVEN HIS FORCE-FIELD COULD POSSIBLY HAVE WITHSTOOD... THAT...BLAST?

NO.

IT'S IMPOSSIBLE! HE COULDN'T HAVE--!

BEFORE SPIDER-MAN'S DISBELIEVING EYES, THE IMPOSSIBLE HAPPENS!

A MIGHTY, LUMBERING FIGURE STEPS OUT OF THE AWFUL INFERNO... HIS BODY AWASH WITH FLAME WHICH HE BARELY FEELS!

HE IS THE **JUGGERNAUT!**

WHATEVER STANDS IN HIS PATH EITHER FALLS AWAY OR IS CRUSHED!

FOOOSH

HE CANNOT BE STOPPED!

HSSSS

SPIDER-MAN!

YOU'RE DEAD!

YOU DON'T WASTE WORDS, DO YOU?

NO.

I DON'T KID AROUND EITHER, SO LAUGH WHILE YOU CAN!

IT'S THE LAST CHANCE YOU'LL EVER HAVE!

HE'S RIGHT... DEAD RIGHT... UNLESS I CAN FIND A WEAK SPOT ON HIM...

TOOONG

...AND THERE'S ONLY ONE PLACE THAT CAN BE!

TELL YA WHAT, LAUGHING BOY-- BEFORE YOU END MY CAREER, I'D LIKE A QUICK PEEK AT YOUR KISSER! OKAY?

HAVE TO DO THIS FAST! THE WATER COOLED HIM OFF, BUT HIS BACK'S STILL STEAMING HOT!

UGH LET'S JUST *UGH* TAKE THIS *UHN*

I KNOW WHAT YOU'RE TRYING, AND IT WON'T WORK. TOO MANY PEOPLE HAVE YANKED MY HELMET OFF BEFORE--

--SO, A FEW DAYS AGO, I WELDED IT ON WITH A LASER TORCH!

THAT HELMET'S NEVER COMING OFF AGAIN! BUT YOU ARE!

I'LL SCRAPE YOU OFF AGAINST A WALL... JUST LIKE I DID THIS MORNING! *

OH, NO! NOT AGAIN!

*LAST ISSUE.

HEY!

THAT HELMET CAN BE A LIABILITY, CAN'T IT, JUGGY?

FOR INSTANCE-- IF I COVER YOUR LI'L EYE-HOLES, YOU CAN'T SEE WHERE YOU'RE GOING!

YOU... MISERABLE ...LITTLE... CREEP!

IF I CAN'T SCRAPE YOU OFF, I'LL RIP YOU OFF!

HE...HE'LL DO IT, TOO! BUT I...WON'T GIVE UP... WON'T LET GO!

IF THIS IS... THE ONLY WAY TO STOP HIM... EVEN FOR JUST A WHILE...

...I HAVE TO DO IT. I OWE IT...TO MADAME WEB...TO ALL THE PEOPLE WHO DEPEND ON GUYS LIKE ME! THAT'S MY...

...RESPONSIBILITY. GOTTA HOLD ON! BUT IT HURTS...OH, MAN, IT *HURTS!*

GO AHEAD, HANG ONTO ME!

HANG ON UNTIL I POUND THE LIFE OUT OF YOU!

WHAT THE DEVIL?! MY LEGS...THEY'RE STUCK!

HUH?

WELL...HOW ABOUT THAT! CONGRATULATIONS, STUMBLE-FOOT! YOU SLOGGED RIGHT INTO A RECENTLY POURED FOUNDATION OF WET CEMENT!

LOOKS LIKE I FINALLY FOUND A WAY TO HOLD YOU!

WHAT DO YOU MEAN?

COME BACK HERE!

≠WHOUFF≠ MADE IT!

AFTER THAT POUNDING JUGGY GAVE ME, I'M LUCKY TO JUMP THREE FEET, MUCH LESS THIRTY!

YOU THINK THIS'LL HOLD ME? WELL, YOU'RE WRONG!

I'M THE JUGGERNAUT! I *SMASH* CEMENT!

WET CEMENT, JUGGY? YOU'RE LIKE A MAN IN QUICKSAND!

IT DOESN'T MATTER! WHEN I TOUCH BOTTOM--!

BOTTOM IS FORTY FEET DOWN! THEY POUR PRETTY DEEP FOUNDATIONS WHEN THEY BUILD THIS CLOSE TO THE RIVER!

IT STILL DOESN'T MATTER!

I'M THE JUGGERNAUT, YOU HEAR?!

I CAN'T BE STOPPED! I DON'T NEED AIR! I DON'T NEED ≠*UNNGH*≠

THAT MAY BE, JUGGY, THAT JUST MAY BE! BUT I'M BETTING THAT BY THE TIME YOU BUST OUT OF THERE...IF YOU CAN...THE AUTHORITIES WILL HAVE COME UP WITH A WAY TO HOLD YOU!

IN THE MEANTIME, I HOPE YOU HAVE A NICE, LONG CAREER... AS PART OF THAT FOUNDATION!

EH? WHAT'S THAT? MY STOMACH NEVER GROWLED LIKE THAT BEFORE!

BRRRRK-KLIK

HOLEE--! IT'S MY BELT'S MINI-CAMERA!

I MUST HAVE ACCIDENTALLY TRIPPED THE AUTOMATIC SHUTTER SWITCH, WHEN I CHECKED MY WEB-FLUID!

IT WAS RUNNING DURING MY FIGHT WITH JUGGERNAUT.

I DOUBT THAT THE PIX ARE ANY PRIZE-WINNERS, BUT FROM THE CURRENT STATE OF PETER PARKER'S FINANCES, I CAN'T AFFORD *NOT* TO CHECK THEM OUT!

BESIDES, THIS WHOLE AREA WILL SOON BE CRAWLING WITH POLICE AND FIREMEN, AND I'D RATHER NOT HAVE TO EXPLAIN WHAT STARTED THAT FIRE!

SHORTLY, AT THE DAILY BUGLE...

WELL, THAT WAS AN EXERCISE IN FUTILITY! THE COPS WOULDN'T LET ANY PHOTOGS WITHIN BLOCKS OF THAT FIRE.

DARK ROOM

AT LEAST JAMESON CAN'T GIVE ME ANY GRIEF! NO ONE GOT ANY PICTURES TODAY!

DARK ROOM

EH, PARKER? WHAT'S YOUR HURRY?

'SCUSE ME!

ROBBIE, HERE'RE MY PIX ON JUGGERNAUT AND THE FIRE! I HAVE TO RUN, COULD YOU--?

PUT IN A VOUCHER FOR YOU? *SURELY!*

HMM!

EDITORIAL

WHAT HAPPENED TO HIM? LOOKS LIKE HE WENT THROUGH A MIX-MASTER!

INTERESTING.
PARKER'S WORK?
UH-HUH!
MIND IF I TAKE A LOOK?
THIS SHOULD BE GOOD FOR A LAUGH!
NOT AT ALL, LANCE!
WHAT THE--? HOW'D HE GET--?
UH...THEY'RE AWFULLY GRAINY, AREN'T THEY?
LOOKS LIKE THEY WERE SHOT THROUGH GAUZE OR SOMETHING!
TRUE, THEY *ARE* FUZZY. BUT THEY'RE CLEAR ENOUGH TO PRINT!
AND, THEY'RE A *BUGLE* EXCLUSIVE!
BY THE WAY, BANNON--HOW MANY SHOTS DID YOU GET?
WELL... UH...THAT IS...
A FEW SHORT MINUTES LATER, IN THE INTENSIVE CARE WARD OF COLUMBIA PRESBYTERIAN HOSPITAL...
THEY TOLD ME MADAME WEB WAS IN HERE!
DID "THEY" ALSO TELL YOU THAT SHE'S TO HAVE NO VISITORS?
MAYBE I CLIMBED UP THE AIRSHAFT, OKAY? LOOK, IT DOESN'T MATTER!
MADAME WEB IS A FRIEND OF MINE! PLEASE... LET ME TALK TO HER!
HOW DID YOU EVEN GET ON THIS FLOOR, YOUNG MAN? WE'RE SUPPOSED TO HAVE GUARDS POSTED BY THE ELEVATORS!
WELL... FOR JUST A MOMENT...

M.W.-- IT'S ME, PETER PARKER! I WANTED YOU TO KNOW... SPIDER-MAN TRAPPED THE JUGGERNAUT!

P-PARKER, YOU SAY? DO I KNOW YOU?

I... I'M SORRY. ALL... SO CONFUSING...

SHE DOESN'T KNOW ME.

DOCTOR, SHE--!

SHHH! I KNOW! GET AHOLD OF YOURSELF, SON. LET'S TALK IN THE HALL.

MY WORD! HE'S MORE MUSCULAR THAN HE LOOKS!

SHORTLY...

YOU HAVE TO REALIZE THAT MADAME WEB IS LUCKY TO BE ALIVE. SHE SUFFERED A MAJOR SYSTEMIC SHOCK.

BUT THE MEMORY LOSS... WILL IT BE PERMANENT?

I'M AFRAID IT'S TOO SOON TO TELL.

SHE WAS CUT OFF FROM HER MECHANICAL LIFE-SUPPORT SYSTEM FOR SEVERAL MINUTES--AND SOME BRAIN DAMAGE MAY HAVE RESULTED. IT'LL BE MONTHS BEFORE WE'RE CERTAIN.

SAY, ARE YOU ALL RIGHT? YOU LOOK LIKE YOU'VE TAKEN SOME BEATING!

I'LL BE OKAY, DOC. THANKS.

SHE'S BEEN PARALYZED FOR YEARS. HER MIND... HER PSYCHIC POWERS WERE ALL SHE HAD. WHAT IF THEY'RE GONE, TOO?

SHE ALWAYS MADE ME UNEASY, AND I DIDN'T LIKE THE FACT THAT SHE KNEW I WAS SPIDER-MAN...

...BUT I NEVER WANTED IT TO END LIKE THIS!

SOMETIME LATER, ON THE HUDSON...

'TIS A GOOD THING I DECIDED NOT TO DOCK ME YACHT!

THE WHOLE BLEEDIN' WATERFRONT IS CRAWLIN' WITH THE LAW!

I CAN GUESS WHAT THEY'RE ALL A'THINKIN'... WHAT'LL THEY DO WHEN JUGGERNAUT COMES A'BURROWIN' OUT O' THAT CEMENT!

HAH-HA! I CAN'T WAIT TO SEE THE EXPRESSIONS ON THEIR FACES WHEN THAT HAPPENS! HE SHOULD BE BUSTIN' OUT ANY MINUTE NOW!

SEVERAL HOURS LATER...

I DON'T UNDERSTAND WHAT'S A'KEEPIN' THE BOY! AFTER ALL, NOTHIN' CAN HURT HIM... FAR AS I KNOW.

SURELY HE CAN DIG HIS WAY OUT FROM UNDER A FEW... THOUSAND... TONS... O' CEMENT.

HAH! SURE HE CAN! ANY SECOND NOW!

I KNOW HE CAN...

...CAN'T HE?

CAN'T HE?

ATIMOR CONSTRUCTION

POLICE NYPD

22

THE QUESTION GOES UNANSWERED... FOR NOW.

NEXT RETURN OF THE COBRA!

60¢ | 231 AUG 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

WHEN A COBRA COMES A'CALLING...

JR/JR/AM

STAN LEE PRESENTS

THE AMAZING SPIDER-MAN

CAUGHT IN THE ACT...

by ROGER STERN . JOHN ROMITA Jr. & JIM MOONEY . JOE ROSEN . BOB SHAREN . TOM DeFALCO . JIM SHOOTER
SCRIPTER ARTISTS LETTERER COLORIST EDITOR PRECINCT CAPTAIN

YOU OUGHTTA HAVE YOUR HEARING CHECKED, JIM. THE PROPERTIES ROOM IS AS DEAD AS A TOMB!

LOOKS LIKE YOU'RE RIGHT... MUST'VE BEEN MY IMAGINATION. YOU CAN'T BE TOO CAREFUL, THOUGH! THERE'S MILLIONS OF BUCKS WORTH OF EVIDENCE AND CONTRABAND IN HERE--

--AND WE DON'T WANNA GET RIPPED OFF LIKE THE 12TH PRECINCT!

OH, YEAH... I HEARD ABOUT THAT. FIVE MILLION IN CASH FROM A BRINKS JOB DISAPPEARED FROM *THEIR* HOLDING ROOM.

ANY WORD ON HOW IT HAPPENED?

NO, BUT IT HAD TO BE AN INSIDE JOB!

HAH! THEY'RE SO CONFIDENT IN THEIR SECURITY PRECAUTIONS!

KLAK

THEY JUST CAN'T IMAGINE ANYONE CIRCUMVENTING THEIR DOUBLE-THICK DOORS AND ELABORATE LOCKS.

KLIK

BUT THERE ARE FEW PLACES *THE COBRA* CANNOT GO!

AH, THIS IS WHAT I WAS LOOKING FOR--THE GEMS THE POLICE CONFISCATED WHEN THEY CAPTURED THAT JEWEL THEFT RING LAST WEEK!

BEAUTIFUL!

NO NEED TO BE GREEDY... I'LL JUST TAKE A HANDFUL FOR NOW.

AFTER ALL, I CAN ALWAYS COME BACK FOR MORE!

HOW AMUSING! THIS IS THE MOST WELL-GUARDED ROOM IN THE ENTIRE PRECINCT HOUSE... BUT IT *IS* IN THE BASEMENT...

...AND BASEMENTS ALWAYS HAVE DRAINS!

WITH THE EASE OF HIS SERPENTINE NAMESAKE, THE PLIANT-BONED COBRA SLITHERS THROUGH AN OPENING TOO SMALL FOR ANY NORMAL MAN.

ONCE I REPLACE THE DRAIN COVER, NOT A CLUE WILL REMAIN OF MY ENTRY... SAVE FOR THE BURNING LIGHT.

THAT SHOULD GIVE THOSE TWO COPS SOMETHING TO WONDER ABOUT! HAH-HA!

BENEATH THE CITY STREETS, NEW YORK IS A LABYRINTH OF UNTOLD MILES OF PIPES AND CONDUITS.

FOR THE COBRA, IT IS CHILD'S PLAY TO TRAVEL THAT MAZE-LIKE NETWORK FROM THE LOWLY POLICE PROPERTIES ROOM TO A PLUSH PENTHOUSE ON CENTRAL PARK WEST.

AH... HOME!

I NEVER KNEW A WORD COULD SOUND SO SWEET!

AFTER SPENDING HALF MY LIFE IN WRETCHED PRISON CELLS, IT FEELS GOOD TO COME HOME AND RELAX AFTER A NIGHT'S WORK!

AND A GOOD NIGHT'S WORK IT'S BEEN! I SHOULD HAVE THOUGHT OF THIS SCHEME YEARS AGO. THERE'RE FEW RISKS, PRACTICALLY NO THREAT OF CAPTURE--

--AND THE POLICE COLLECT ALL MY LOOT FOR ME! WHO SAID CRIME DOESN'T PAY?

WHY, EVEN THIS APARTMENT WAS A STEAL! HAH-HAH!

HMMMM

AS THE COBRA DEPRESSES A HIDDEN STUD, HIS FIREPLACE SLOWLY RISES...

KLIK

THE ECCENTRIC FINANCIER WHO OWNED THIS BUILDING WOULD HAVE FACED A NASTY EMBEZZLEMENT RAP, IF I HADN'T BEEN ABLE TO SUPPLY HIM WITH FIVE MILLION IN CASH!

NICE OF HIM TO GIVE ME THIS BUILDING IN RETURN!

THE LITTLE EXTRAS-- LIKE THIS HIDEAWAY VAULT HAVE COME IN QUITE HANDY!

WHAT BEAUTIFUL SPARKLERS! MY UNDERWORLD CONTACT SHOULD BE ABLE TO FETCH ME A HANDSOME PRICE FOR THESE!

YES, THIS *IS* THE LIFE! I'VE NEVER KNOWN SUCH SUCCESS.

THINGS WERE CERTAINLY NEVER THIS GOOD WHEN I WAS IN PARTNERSHIP WITH *MR. HYDE!*

HYDE! JUST THE THOUGHT OF THAT MADMAN GIVES ME CHILLS!

WHATEVER ADVANTAGE HIS MONSTROUS STRENGTH AND CUNNING GAVE US WAS ALWAYS LOST BY HIS BESTIAL SAVAGERY!

BEAM

BUT THAT'S ALL IN THE PAST. HYDE CAN'T THREATEN ME ANYMORE. HE'S DEAD--

"--ACCIDENTALLY FLASH-FROZEN AND DROWNED IN THE HARBOR, WHEN HIS ATTEMPT TO DESTROY THE CITY WAS FOILED BY CAPTAIN AMERICA!*"

*SEE CAP #252.

I MUST HAVE BEEN HALF-MAD MYSELF TO EVER WORK WITH THAT MANIAC!

DECIDING TO WORK ON MY OWN WAS THE BEST MOVE I EVER MADE.

HERE'S TO ANOTHER DAY OF THE GOOD LIFE!

MEANWHILE, SOME FIFTY BLOCKS TO THE SOUTH, IN A MODEST CHELSEA APARTMENT BUILDING...

...GRAD STUDENT PETER PARKER-- LIVER OF THE NOT-SO-GOOD LIFE-- GIVES HIS UNDIVIDED ATTENTION TO A VERY IMPORTANT PROJECT!

EASY NOW... EASY!

THIS HAS TO FIT JUST SO, OR THE WHOLE THING'S BLOWN!

C'MON, PARKER-- LET'S SEE A LITTLE OF THAT FABLED SPIDER-DEXTERITY! YOU CAN DO IT! JUST ONE MORE AND...

...DONE!

WOW, I THOUGHT I'D NEVER FINISH! IT TOOK ME HALF THE NIGHT, BUT IT WAS WORTH IT!

I FINALLY HAVE TWO NEW SPIDER-MAN COSTUMES! NOW TO LOWER THE BLINDS AND TRY 'EM ON!

I'VE NEEDED A COUPLE NEW OUTFITS FOR A LONG TIME. THE WAY MY OLD SPIDER-SUIT'S BEEN GETTING SHREDDED LATELY*--

--I WAS BECOMING THE AMAZING PATCHES-MAN!

*SEE SPECTACULAR SPIDER-MAN #66 AND LAST ISSUE.

OF COURSE, I'D HAVE SAVED MYSELF A LOT OF WORK, IF I'D JUST SILK-SCREENED THE DESIGN ON THE NEW BODYSUITS AND LET IT GO AT THAT.

BUT WHEN I FOUND A NEW SUPPLY OF FLEX-NYLON NETTING, I JUST COULDN'T RESIST PUTTING THE UNDERARM WEBS BACK ON MY OUTFITS.

THE NETTING ON MY OLD SUIT HAD RIPPED OUT LONG AGO, AND I COULDN'T FIND REPLACEMENTS FOR THE LONGEST TIME!

I SHOULDN'T HAVE THAT PROBLEM NOW. THIS NEW BRAND IS TWICE AS TOUGH AS THE OLD.

YEAH, THAT'S THE TICKET! FROM STRAIGHT ON, YOU HARDLY KNOW T

BUT SPREAD THE ARMS AND-- *TA-DAH!*-- OL' WEB-PITS IS BACK!

THIS NEW NYLON IS GREAT-- FLEXES ALMOST AS GOOD AS I DO. AND IT LOOKS TERRIFIC!

WHAT'S MORE, IT'S SO ELASTIC, I CAN WEAR IT UNDER MY STREET CLOTHES WITH NARY A TELLTALE PUCKER!

HEH-HEH! I'M SO HANDY, I CAN'T STAND MYSELF!

THERE'S NOTHING THAT CAN SPOIL THIS DAY!

UH...UNLESS IT'S YESTERDAY'S MAIL. WHAT A PILE! AND IT'S PROBABLY ALL BILLS!

NO ONE EVER SENT GOOD NEWS IN AN ENVELOPE WITH A WINDOW IN IT!

AW, WHAT THE HECK! I'M NOT GOING TO LET FINANCIAL STRIFE BRING ME DOWN! I'LL WORRY ABOUT MONEY TOMORROW!

TODAY, I'M GOING TO HAVE SOME FUN!

WHEN A FRIENDLY NEIGHBORHOOD SPIDER-MAN SETS OUT TO HAVE SOME FUN, HE DOESN'T WASTE ANY TIME! AND SO, MINUTES LATER...

AH! THIS IS THE LIFE!

BEING SPIDER-MAN MAY NOT ALWAYS BE A BED OF ROSES--

--BUT AS LONG AS I CAN LEAP AND SWING AND UNWIND LIKE THIS--

--I'LL ALWAYS HAVE A WARM SPOT IN MY HEART FOR THAT LITTLE OL' RADIOACTIVE SPIDER WHO PUT THE BITE ON ME, AND GAVE ME THESE CRAZY POWERS!

BUT THE WILY WEB-SLINGER WOULD BE LESS CAREFREE IF HE WERE TO SEE WHAT'S HAPPENING AT A CERTAIN WEST-SIDE CONSTRUCTION PROJECT.

ON THIS SITE, JUST DAYS AGO, SPIDER-MAN BATTLED THE LUMBERING BEHEMOTH KNOWN AS JUGGERNAUT*--

--WHO WAS EVENTUALLY ENTOMBED IN THOUSANDS OF CUBIC FEET OF CEMENT.

*LAST ISSUE.

BUT NOW, THE RESTRAINING FENCES ARE AGAIN SPLINTERED BY A MASSIVE FIGURE!

I'M GOING TO HAVE MY REVENGE! I SWEAR IT!

I'M GOING TO FIND THAT LITTLE NUISANCE AND WRING HIS NECK!

SOMETIME LATER, ON THE SEVENTEENTH FLOOR OF A PROMINENT MANHATTAN SKYSCRAPER--

--THE DAILY BUGLE'S EDITOR-IN-CHIEF CONFERS WITH A CLOSE FRIEND.

ARE YOU SURE YOU WANT TO DO THIS, JONAH? THEY'RE SO POWERFUL!

YOU CAN'T MAKE AN OMELET WITHOUT BREAKING EGGS, MARLA. AND YOU CAN'T RUN A NEWSPAPER WITHOUT TAKING RISKS.

BESIDES, THERE'S A STORY IN THIS... I CAN SMELL IT. THIS COULD BE THE BIGGEST EXPOSE SINCE WATERGATE!

MR. JAMESON...

AH...LEEDS! COME IN. SIT DOWN.

DR. MARLA MADISON, THIS IS NED LEEDS...ONE OF MY BEST REPORTERS.

NO NEED TO INTRODUCE DR. MADISON, SIR. I KNOW THAT SHE'S THE NATION'S LEADING ELECTRO-BIOLOGIST.

SEE, MARLA? TOLD YOU HE WAS GOOD!

YOU TOLD *ME* THAT YOU WANTED ME TO RESEARCH THE BRAND CORPORATION, MR. JAMESON, BUT YOU HAVEN'T TOLD ME WHY.

NED, AS YOU'VE NO DOUBT DISCOVERED, MARLA WAS SET TO BECOME BRAND'S NEW DOMESTIC RESEARCH DIRECTOR--

--UNTIL SHE WAS ABDUCTED BY SOME SUPER-GOON CALLED *KILLER SHRIKE!**

WE THINK THE SHRIKE WAS TIED IN WITH BRAND SOMEHOW.

*SEE SPECTACULAR SPIDER-MAN #57.

YOU SEE, MR. LEEDS, MY MEMORIES OF THAT NIGHT ARE CLOUDED. TESTS I'VE RUN INDICATE THAT I WAS SUBJECTED TO A FORM OF ELECTROMAGNETIC...WELL, HYPNOSIS FOR WANT OF A BETTER TERM.

BUT SOMETHING TERRIBLE IS GOING ON AT THE BRAND CORPORATION! I *KNOW* IT! I TURNED DOWN THEIR JOB OFFER--

--AND WITH JONAH'S ENCOURAGEMENT, I'VE MADE SOME INQUIRIES AMONGST THE SCIENTIFIC COMMUNITY. BUT NO ONE WOULD TELL ME ANYTHING ABOUT BRAND...THEY WERE AFRAID!

NO WONDER! BRAND IS OWNED BY ROXXON OIL... AND ROXXON CONTROLS A LOT OF PURSE-STRINGS!

STILL, I FOUND AN UNDERWORLD CONTACT WHO CLAIMS TO HAVE SOME DIRT ON BRAND. IN FACT, I'M SEEING HIM THIS AFTERNOON!

GOOD. I'M GOING WITH YOU!

NO, MARLA, I WON'T HAVE YOU ENDANGERED!

I HAVE A STAKE IN THIS, JONAH!

I'LL LEAVE IT UP TO MR. LEEDS... IS THIS "CONTACT" DANGEROUS?

WELL, NO ...BUT...

THEN I'M GOING!

VERY WELL. LEEDS--?

WE'LL BE CAREFUL, SIR.

LOOKS LIKE THE SCUTTLEBUTT IS TRUE. JONAH HAS QUITE A CASE FOR THE LADY. I'VE NEVER SEEN HIM GIVE IN LIKE THAT.

BUT IT'S EASY TO GIVE IN TO SOME-ONE YOU LOVE.

EXCUSE ME-- AREN'T YOU THE FAMOUS MRS. LEEDS?

HMM?

PAUSING TO TALK TO HIS LOVELY WIFE, NED LETS SLIP A FEW THINGS ABOUT HIS NEW ASSIGNMENT AND...

NO, IT'S NOT A BIT DANGEROUS!

SO...HOW DO YOU LIKE WORKING AS ROBBIE'S SECRETARY?

OH... FINE.

NED, ARE YOU SURE--?

HONEY, IF ANY REAL DANGER WERE INVOLVED, I WOULDN'T LET DR. MADISON COME ALONG.

SO JUST TAKE IT EASY, BETTY! REMEMBER WHAT THE MARRIAGE COUNSELOR SAID... WE HAVE TO GIVE EACH OTHER ROOM AND ALLOW FOR OUR RESPECTIVE CAREERS.

BUT, AS NED AND MARLA LEAVE...

HE'S RIGHT. I SHOULDN'T WORRY. BUT HE CAN BE SO RECKLESS AT TIMES.

OH, HE DROPPED HIS NOTEBOOK.

NED?

TOO LATE, HE DIDN'T HEAR ME. I WONDER WHERE HE'S HEADED TODAY?

OH!

MAY 15

MEET "NOSE" NORTON AT MAXIE'S BAR, 11th AVE. BRAND BIZ

THAT'S A HORRIBLE PART OF TOWN!

NED!

IF ANYTHING HAPPENS TO HIM--!

I HAVE TO TALK TO SOMEONE, BUT WHO? IT'S OUR COUNSELOR'S DAY OFF...GLORY'S STILL AT LUNCH...

SEVERAL MINUTES LATER, IN AN OFFICE ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...

RRRING

GOOD AFTERNOON! DEPARTMENT OF BIO-PHYSICS... MS. WHITMAN SPEAKING.

THIS IS BETTY LEEDS CALLING... UH... FROM THE *DAILY BUGLE*. I MUST SPEAK WITH PETER PARKER!

WELL, HE DOESN'T WORK HERE AS A TEACHING ASSISTANT ANY MORE, BUT I THINK HE'S IN ONE OF THE LABS.

HOLD ON, I'LL TRANSFER YOU.

KLIK-KLIK PING

EMERGENCY 911

IN HER WORK, DEBRA WHITMAN IS A MODEL OF EFFICIENCY.

BUT ONCE THAT WORK IS DONE...

OH, PETER! IF WHAT I SUSPECT ABOUT YOU IS TRUE,* A CALL FROM THE *BUGLE* CAN ONLY MEAN TROUBLE!

*FOR MORE INFORMATION SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN!

MEANWHILE, IN A NEARBY LABORATORY...

PETE? CALL FOR YOU!

HMM? OH, SURE! BETTER TAKE OVER FOR ME HERE, ROG.

OUR EXPERIMENT'S REACHED A CRITICAL STAGE.

FOR NEARLY TWENTY MINUTES, PETER LISTENS AS BETTY CHOKES OUT HER WORRIES AND FEARS, UNTIL FINALLY...

AND I JUST DIDN'T KNOW WHO ELSE TO TURN TO.

THEN I'M GLAD YOU CALLED, BETTY. BUT YOU REALLY SHOULDN'T LET YOURSELF GET UPSET LIKE THIS.

NED'S A BIG BOY... HE CAN TAKE CARE OF HIMSELF.

I GUESS YOU'RE RIGHT, PETER. I DO FEEL BETTER FOR HAVING TALKED TO YOU.

THAT'S WHAT OLD FRIENDS ARE FOR, BETTS. YOU TAKE CARE, YA HEAR?

POOR BETTY... I CAN UNDERSTAND HER FEARS. I HOPE LEEDS KNOWS WHAT HE'S DOING. THAT *IS* A ROUGH NEIGHBORHOOD.

I'M TEMPTED TO CHECK UP ON HIM, BUT I CAN'T LEAVE THIS EXPERIMENT UNTIL...

YIPEE! WE DID IT! PETE-- THE NEW FORMULA WORKS-- EVEN BETTER THAN WE THOUGHT IT WOULD!

WHAT? THE REACTION'S STABILIZED ALREADY?

SEE FOR YOURSELF... THE SOLUTION IS ABSOLUTELY COLORLESS!

THE PARKER-HOCHBERG PROCESS IS A BIG, FAT SUCCESS!

WELL, DON'T GO COUNTING YOUR *NOBELS* JUST YET, HERR HOCHBERG. WE STILL HAVE A LOT OF BUGS IN THE SYSTEM!

UH, LISTEN... I HAVE TO RUN!

NO SWEAT, PETE. CATCH YOU LATER!

AND, AFTER A QUICK DASH DOWN THE HALL...

GOOD OL' HOCHBERG... BEST LAB PARTNER I EVER HAD! IT'S A REAL PLEASURE TO WORK WITH SOMEONE WHO'S SMART ENOUGH TO KNOW WHAT YOU'RE TALKING ABOUT.

IN THE SECLUSION OF THE DESERTED STAIRWELL, PETER STUFFS HIS STREET CLOTHES INTO HIS SHOULDER BAG... STASHES THE BAG IN AN OUT-OF-THE-WAY SPOT AND...

LET'S SEE... IS *MAXIE'S* ON 11TH AVENUE IN THE 20s OR THE 30s?

MEANWHILE, JUST OUTSIDE THE ESTABLISHMENT IN QUESTION...

MAXIE'S

BEER

NOT EXACTLY THE *COPA*, IS IT?

THIS IS NICE, COMPARED TO SOME OF NORTON'S HANG-OUTS. JUST BE GLAD HE DIDN'T WANT TO MEET AT *JOSIE'S!*

LET ME GUESS... THAT REPROBATE IN THE CENTER BOOTH MUST BE MR. NORTON!

YOU MUST BE PSYCHIC, DOCTOR!

AFTERNOON, NOSE!

HEY, HOWZIT GOIN', LEEDSIE!

WHY DON' YOU AN' THE LADY SIDDOWN?

YOU'RE LOOKING UNUSUALLY FIT, NOSE.

GOOD LORD, WHAT DOES HE USUALLY LOOK LIKE?

ME? I CAN'T COMPLAIN.

BAA-RURP

'SCUSE ME.

YOU WANTED TO DO A LITTLE BUSINESS, RIGHT?

KOFF-KOFF

MAN, I GOTTA QUIT SMOKIN' SO MUCH. IT'S THESE NEW *BRANDS*... THEY STINK...

...AN' THEY COST AN' ARM AN' A LEG. KNOW WHAT I MEAN?

I KNOW ALL TOO WELL, NORTON.

YEAH, THAT'S 'CAUSE YER LIKE ME, LEEDSIE--

--A REAL MAN O' THE WORLD!

WHADDAYA SAY WE GET US SOME FRESH AIR?

WHATEVER YOU SAY, NOSE. LEAD ON!

DON'T WORRY, DOCTOR. THIS IS THE WAY NORTON AND I USUALLY DO BUSINESS. JUST STICK CLOSE BESIDE ME.

BUT, AT THAT MOMENT, ENTERING MAXIE'S...

I HATE WEARING THIS FALSE BEARD, BUT IT CAN'T BE HELPED.

THE LOCAL POLICE KNOW WHAT THE COBRA LOOKS LIKE WITHOUT HIS MASK.

AND THERE'S ONLY ONE MAN IN THIS PLACE WHO WOULDN'T SELL ME OUT!

WHAT'LL IT BE?

GIMME A BUD.

NOSE AROUND?

IN THE BACK. BUT I THINK HE'S WITH SOME "CUSTOMERS!"

BLAZES! IT WAS AT MY LAST TRIAL... HE'S A REPORTER! NORTON IS SELLING ME OUT, AFTER ALL!

AH, YES. WELL, HE DIDN'T KNOW I WAS COMING... I CAN AFFORD TO WAIT. HMMM... I DON'T KNOW THE WOMAN, BUT THE MAN SEEMS FAMILIAR.

NOW, WHERE HAVE I SEEN--?

SHORTLY, BEHIND THE BAR...

THIS IS FAR ENOUGH, NOSE. TELL US WHAT YOU KNOW.

KEEP YER VOICE DOWN, LEEDSIE, IT AIN'T LIKE I'M GIVIN' YA A TIP ON THE HORSES!

LOOK, NORTON, IF YOU HAVE SOMETHING ON BRAND -- SPILL IT!

I DON'T LIKE THIS. HOW COULD SUCH A LOWLIFE KNOW ANYTHING ABOUT THE BRAND CORPORATION?

BUT WHILE LEEDS AND NORTON ARGUE, JUST BLOCKS AWAY, A HUGE FIGURE LUMBERS IN THEIR DIRECTION.

SOMEHOW, I HAVE TO DRAW THAT LITTLE CREEP OUT INTO THE OPEN. I DON'T WANT TO WASTE MY POWER ON ANYTHING BUT HIM, IF I CAN HELP IT!

I'VE HEARD HE'S HUNG OUT IN THIS PART OF TOWN BEFORE. MAYBE IF I TRASH A FEW BARS, HE'LL TURN UP!

AND, HIGH OVERHEAD...

I THOUGHT I KNEW THIS NEIGHBORHOOD LIKE THE BACK OF MY HAND!

MAYBE I SHOULD DROP DOWN CLOSER TO THE STREETS! MAXIE'S HAS TO BE SOMEWHERE NEARBY!

HOLD THE PHONE! MY SPIDER-SENSE IS GIVING ME THE OLD WARNING BUZZ! I DON'T KNOW IF LEEDS IS INVOLVED--

--BUT THERE'S SOME KIND OF BAD CRAZINESS GOING ON...

"...IN THIS VICINITY!"

STOP STALLING, NOSE! HAH, I BET YOU DON'T KNOW ANYTHING!

LISSEN, I GOT PLENTY'A DIRT ON BRAND. IT'S JUST THAT YER AWFUL ANXIOUS TO GET IT!

THAT DRIVES THE PRICE UP, YA KNOW?

'SIDES, I DON'T LIKE BEIN' GRABBED!

SO, LAY OFF THE MATERIAL!

YOU CAN'T BACK OUT NOW, NOSE. YOU'RE IN TOO DEEP.

I HAVE YOUR VOICE ON TAPE, CLAIMING TO KNOW SOMETHING ABOUT THE BRAND CORPORATION! YOU WOULDN'T WANT THE WRONG PEOPLE TO HEAR THAT TAPE!

DON' GIVE ME THAT BULL, MAN!

NOSE NORTON DON' SCARE EASY!

REALLY, NOSE?

C- C- COBRA!

TALKING TO REPORTERS ABOUT US, NOSE? THAT WASN'T WISE!

NO, COBRA! I SWEAR IT AIN'T THE WAY IT LOOKS!

HOLEE--! I NEVER DREAMED THAT NOSE WAS TIED IN WITH THE COBRA, TOO!

LEEDS... DO SOME-THING!

WHAT DID YOU TELL THEM? *WHAT?!*

NOTHIN', COBRA! HONEST! WE WUZ TALKIN' 'BOUT OTHER FOLKS!

WELL, WELL! COBRA! LONG TIME, NO SEE!

DON'T LOOK NOW, BUT THERE'S A SPIDER ON YOUR BACK!

EH?!

NOW WHAT?!

SPIDER-MAN! ARE YOU EVER A SIGHT FOR SORE EYES!

LEEDS, GET OUT OF HERE--

--BEFORE SOMETHING... HAPPENS.

WITH A SPEED RIVALING SPIDER-MAN'S OWN, THE SLIPPERY COBRA PLUCKS TWO GAS CAPSULES FROM HIS BELT--

--AND SENDS THEM HURTLING STRAIGHT FOR NED AND MARLA!

YEESH, THE GAS IN THESE THINGS IS ABOUT AS DEADLY AS A REAL COBRA'S BITE!

GET DOWN, DOCTOR!

WHIZZZ

WICKED STUFF...

WHUMP

WHUMP

...BUT IT SHOULD DISPERSE QUICKLY UP THERE!

THIS IS NONE OF YOUR AFFAIR, SPIDER-MAN!

WE HAVE NO REASON TO FIGHT!

OH, IS THAT SO?

YOU ATTACK THREE PEOPLE, AND THEN THINK I'M GONNA LET YOU JUST SLITHER AWAY?

NO WAY!

THWAP THWAP

THWAP

YOU AIN'T GOIN' NOWHERE...

...IF YOU'LL PARDON MY GRAMMAR!

IDIOT! IN CLOSING OFF THIS ALLEY WITH YOUR ACCURSED WEBBING, YOU HAVE SEALED YOUR DOOM!

A COBRA IS DEADLIEST WHEN CORNERED!

YEAH... THIS MAY HAVE BEEN A MISTAKE! I'VE TRAPPED THE OTHERS IN HERE WITH US. IF I TRY TO JUMP HIM, THEY COULD GET HURT! MAYBE IF I GIVE HIM A HARD TIME...

IF YOU'RE SO TOUGH, SNAKE-EYES, HOW COME I BEAT THE PANTS OFF YOU, THE LAST TIME WE TUSSLED?*

I HATE IT WHEN HE GOES ALL SILENT... JUST HANGING THERE... WEAVING HIS HEAD... BACK... AND FORTH...

*SPECTACULAR SPIDER-MAN #46.

DRAWING SPIDER-MAN'S ATTENTION WITH AN ALMOST MESMERIZING GAZE, THE COBRA FEINTS TO HIS LEFT--

--AND AS THE WEB-SLINGER WHIRLS TO PROTECT DR. MADISON, THE COSTUMED MASTER CRIMINAL SUDDENLY FIRES HIS VENOM DARTS TO THE RIGHT!

THWIP

LEEDSIE!

HE...HE TOOK THE HIT MEANT FOR ME!

NED!

OH, NO! THE COBRA SUCKERED ME LIKE I WAS A RANK AMATEUR!

I'VE FAILED BETTY AGAIN! POOR NED'S DEAD BECAUSE I...

HUH? Y-YOU'RE ALIVE!

YEAH, BUT MY INTERVIEW RECORDER WILL NEVER BE THE SAME!

HEY...WHERE'S NOSE?

MAXIE!! GET HELP!

THAT WOULDN'T BE HEALTHY, MAXIE!

HEALTHY?! YOU'RE TALKING ABOUT HEALTH IN A PLACE LIKE THIS?

WHY, THE BAR IS JUST TEEMING WITH GERMS... YOURSELF FOR INSTANCE!

KRACKK

WHAT YOU NEED IS A TRIP TO THE GREAT OUTDOORS!

THWIP

AND HE'S AS FAST AS I AM!

FORTUNATELY, THIS TRAVELS A LITTLE FASTER!

WHU--?

THWAP

BLAST THAT SON OF A--!

HE'S SLIPPERIER THAN A GREASED PIG!

YOU KNOW WHAT YOUR PROBLEM IS, COBRA? YOU'RE TOO ANTI-SOCIAL!

COME ON DOWN, AND I'LL SHOW YOU HOW TO ACT IN POLITE COMPANY!

NO!

DON'T WORRY, FRAIDY-CAT! I WON'T LET YOU HIT THE COLD, HARD GROUND!

BAMM

♫ OHHH...HE FLOATS THROUGH THE AIR--♪

--WITH THE GREATEST OF EASE!

WHAT THE DEVIL!

SPIDER-MAN AND THE COBRA! WHAT A STROKE OF LUCK!

ONCE I SEPARATE THEM, I CAN HAVE MY REVENGE!

HERE I AM, WILLING TO MEET YOU HALFWAY, AND ALL YOU CAN SAY IS...

THWIP

UNNGH!

THERE YOU GO, REPEATING YOURSELF AGAIN!

UNNGH!

DON'T YOU LIKE MY SINGING, CHUCKLES?

GEEZ, EVERYONE'S A CRITIC!

WITH UNERRING ACCURACY, SPIDER-MAN SNAGS THE BUILDING'S CORNICE WITH HIS AMAZING WEBBING...

THWAP

SAY, DIDN'T OUR LAST FIGHT END SOMETHING LIKE THIS?

OH, WELL ...FOURTH FLOOR, GOING DOWN!

LOOK WHAT I FOUND, DADDY! CAN I KEEP HIM?

HAH! DO YOU REALLY WANT TO?

NO, BUT THERE'S SOME NICE POLICEMEN A FEW BLOCKS AWAY, WHO SHOULD WELCOME HIM WITH OPEN ARMS!

SOUNDS GOOD TO ME! MY FRIEND THE NOSE HAS DONE A FAST FADE, BUT DR. MADISON AND I WILL BE GLAD TO FILE STATEMENTS!

FAIR ENOUGH, BUT I'D BETTER GET COBRA TO THE PRECINCT HOUSE WHILE HE'S STILL GROGGY!

MEET YOU THERE!

DR. MADISON DIDN'T HAVE MUCH TO SAY. I'VE NEVER BEEN ONE OF HER FAVORITE PEOPLE--

THWIP

--BUT MAYBE THIS LITTLE EPISODE WILL CONVINCE HER THAT I'M ONE OF THE GOOD GUYS!

NAH, THAT'S TOO MUCH TO HOPE FOR.

STILL, IT'D BE A REAL GAS IF J. JONAH JAMESON'S LADY BECAME A SPIDER-BOOSTER!

EH? WHERE?

DON'T WASTE YOUR TIME TRYING TO GET AWAY AGAIN, COBRA!

I HAVE MY STICKY FINGERS LATCHED ON TIGHT! NOTHING'S PRYING YOU LOOSE THIS TIME!

BUT THEN...

WOW! MY SPIDER-SENSE IS GOING WILD! THERE MUST BE BIG DANGER RIGHT AROUND THE CORNER!

SCRATCH THAT! BIG DANGER *IS* THE CORNER!

YOW!

WHAT ARE YOU DOING? STOP!

SHUT UP, COBRA! I'M TRYING TO SAVE OUR HIDES--

--SO STOP SQUIRM-ING!

YOU'RE ONLY MAKING THINGS DIFFICULT!

WHUFF

OW!

THUD

THUNK

DARN IT! COBRA'S SQUIRMING THREW MY BALANCE OFF JUST ENOUGH TO MAKE ME TURN MY ANKLE!

HURTS LIKE THE DICKENS, TOO! I DON'T KNOW WHAT'S WORSE-- THE PAIN IN MY LEG, OR THE BUZZ IN MY HEAD?

BUZZ IN MY HEAD?

I DON'T BELIEVE WE'VE MET, SPIDER-MAN--

--BUT I CALL MYSELF MISTER HYDE!
WARING'S HOTEL ROOMS
YOU HAVE SOMETHING I WANT, SPIDER-MAN! GIVE ME THE COBRA ...AND I MAY LET YOU LIVE!
OH, BOY!
DON'T MISS NEXT ISSUE'S THRILLER
HYDE IN PLAIN SIGHT!

60¢ | 232 SEPT 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

©1982 MARVEL COMICS GROUP

TM

FEATURING THE MOST SAVAGE SUPER-VILLAIN OF ALL!

J.R.JR.+AM

HYDE...

IN PLAIN SIGHT!

I DON'T BELIEVE THIS! I GO TO ALL THE TROUBLE OF FINALLY CAPTURING THE COBRA, AND WHAT HAPPENS?

HIS EX-PARTNER, MR. HYDE, SHOWS UP WITH BLOOD IN HIS EYES... NEARLY SMASHES US WITH A CHUNK OF BUILDING... AND CAUSES ME TO TWIST MY ANKLE IN THE BARGAIN!*

I CAN'T WIN!

I DON'T LIKE TO REPEAT MYSELF, SPIDER-MAN!

GIVE ME THE COBRA, OR I'LL REMOVE HIM FROM YOUR DEAD BODY...

STAN LEE PRESENTS:
ROGER STERN
SCRIPTER
JOHN ROMITA, JR.
PENCILER
JIM MOONEY
INKER
DIANA ALBERS
LETTERER
BOB SHAREN
COLORIST
TOM DEFALCO
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

*LAST ISSUE! YOU REALLY SHOULD HAVE BEEN HERE!

...NOW!

AH, YAS! IT'S TIMES LIKE THIS WHEN I BLESS THAT LI'L RADIOACTIVE SPIDER WHOSE BITE MADE ME FAST AND STRONG ENOUGH TO EVADE BIG BRUISERS LIKE HYDE!

'COURSE, IF THAT SPIDER HADN'T BIT ME, I WOULDN'T BE GETTING INTO FIXES LIKE THIS... BUT WHAT THE HEY!

YOU ARE FAST, SPIDER-MAN ...BUT SO IS MR. HYDE!

OH, I BELIEVE IT! MODEST TOO, RIGHT?

YOU'LL REGRET THESE TAUNTS WHEN I CATCH YOU!

NOT "WHEN," HYDSIE... "IF"!

YOU BLASTED JUMPING JACK! I NEED NOT BE SO FLEET OF FOOT TO SWAT YOU DOWN!

POONG

IN THE HANDS OF HYDE ANY MASS CAN BE A WEAPON!

YEESH! HE WASN'T JUST WHISTLING DIXIE!

IF THAT THING HAD CONNECTED, I'D HAVE HAD A NEW HAIRCUT... AT SHOULDER LEVEL!

HAH! ONCE YOU ALIGHT IN A SPOT--!

EH?

YOU STILL CAN'T LAY A MIT ON ME, SNUGGUMS!

COME ALONG, COBRA! IT'S NOT NICE TO STARE AT THE POOR MAN!

I AM A MAN OF LITTLE PATIENCE, SPIDER-MAN! THE LONGER YOU KEEP ME FROM MY TRAITOROUS EX-PARTNER--

--THE HARDER YOU MAKE IT ON YOURSELF! HAND HIM OVER TO ME AT ONCE, DO YOU HEAR?

ZZAK-K

HAND HIM OVER!

YA-HAA! THAT'S AT LEAST A 220 VOLT CABLE HE DUG UP-- AND IT DIDN'T EVEN MAKE HIM FLINCH!

HE SURE WANTS THE COBRA AWFULLY BAD. I WONDER WHY?

WELL, I'LL WORRY ABOUT THAT LATER! RIGHT NOW, ALL I WANT TO DO IS GET SNAKEY TO THE POLICE BEFORE HYDE WRINGS BOTH OF OUR NECKS!

OUCH! I WISH MY ANKLE WOULD STOP THROBBING!

AT THAT MOMENT, IN A POLICE STATION JUST A FEW BLOCKS AWAY--

--DAILY BUGLE REPORTER NED LEEDS AND DR. MARLA MADISON--HIS PUBLISHER'S SOMEWHAT SPECIAL INVESTIGATOR--AWAIT SPIDER-MAN'S ARRIVAL...

...UNAWARE OF HIS CURRENT PREDICAMENT.

I CAN'T UNDERSTAND WHAT'S KEEPING HIM.

MAYBE HE'S NOT COMING.

MAYBE HE LIED. MAYBE HE AND THE COBRA STRUCK SOME SORT OF BARGAIN!

DOCTOR, THE MAN PROBABLY SAVED OUR LIVES!

YES... BUT HE'S AN OUTLAW! WHAT DO WE REALLY KNOW ABOUT HIM?

HEY, LEEDS, AM I TOO LATE?

WHEN ROBBIE GOT YOUR CALL ABOUT THE COBRA BEING CAPTURED, HE TOLD ME TO HUSTLE MY TAIL DOWN HERE TO SNAP SOME PIX.

I THINK MY CAB DRIVER BROKE EVERY LAW IN THE BOOK!

YOU CAN RELAX, LANCE! NOTHING'S HAPPENED...YET.

AFTER A BRIEF EXPLANATION...

AND SO, MR. BANNON, WE'RE STILL WAITING!

CALL ME LANCE, DOC.

HEY, YOU GUYS SURE THIS IS THE RIGHT PLACE? MAYBE SPIDER-MAN HEADED FOR A DIFFERENT--

BOOM

--PRECINCT?

SOUNDED LIKE A TON OF BRICKS FELL!

DOCTOR, YOU'D BETTER STAY IN HERE!

DON'T WORRY! I'M NOT BUDGING!

GOOD LORD! HEY, BUDDY, ARE YOU ALL RIGHT?

WHO... M-M-ME?

POLICE

S-S-SURE I-I'M OKAY. IN A-A-A MINUTE, I'LL WAKE UP...

...AN' EVERYTHIN' WILL BE F-F-FINE.

CALL AN AMBULANCE! THE POOR GUY'S IN SHOCK!

WHAT COULD HAVE CAUSED SUCH A THING?

THERE'S YOUR ANSWER, SON--

"--UP THERE!"

THIS ISN'T WORKING AT ALL!

LET ME GO! *LET ME GO!*

BETWEEN MY ANKLE SLOWING ME DOWN AND THE COBRA HOLDING ME BACK, I CAN'T LOSE HYDE!

HE'S JUST FAST ENOUGH TO KEEP PACE WITH ME... AND NOW WE'RE GETTING INTO A HEAVY TRAFFIC AREA!

THAT POOR CABBIE COULD HAVE BEEN KILLED--

KRO

OOM

--AND A LOT OF OTHER INNOCENT BYSTANDERS COULD BE HURT, IF I DON'T GET HIM OFF MY CASE SOON!

RADIO FOR THE SPECIAL WEAPONS TASK FORCE! WE NEED BIG HELP IN A HURRY!

YES, SIR!

THE REST OF YOU HELP ME KEEP THESE CROWDS BACK!

C'MON, LANCE, I THINK WE CAN GET TO THE ROOFTOPS THROUGH ONE OF THESE BUILDINGS!

I'M WITH YOU, MAN. LEAD ON!

AND, ON THOSE ROOFTOPS...

LET ME GO!

OH, SHUT UP!

COBRA'S A BIGGER PAIN THAN MY ANKLE! I HAVE HALF A MIND TO... HEY! WHY NOT?

THIS IS YOUR FINAL WARNING, SPIDER-MAN! GIVE ME THE COBRA OR--!

SAY NO MORE, HANDSOME! YOU WANT COBRA?

YOU CAN HAVE HIM!

WHAT ARE YOU--? *NOOOO!!*

HAH! YOU'VE FINALLY COME TO YOUR SENSES! A PITY THAT...

...EH? WHAT'S THIS?

SPLOOT

YOU COATED THE BACK OF HIS HELMET WITH YOUR INFERNAL WEB-BING! I'M STUCK TIGHT TO HIM!

FIGURE THAT OUT BY YOURSELF, OR DID YOU HAVE HELP?

I WAS STUCK WITH COBRA LONG ENOUGH... NOW, IT'S YOUR TURN!

WOW! WHAT A GREAT VANTAGE POINT FOR PHOTOS!

YOU THINK YOU CAN HOBBLE ME THIS WAY? BAH!!

WHEW! HE BACKHANDED THAT CHIMNEY LIKE IT WAS MADE OF BALSA WOOD!

MAYBE I CAN PUT IT TO GOOD USE!

YOU DISH IT OUT PRETTY GOOD, HYDE... BUT CAN YOU TAKE IT?

JUST MY LUCK... HE CAN!

INCREDIBLE!

BE CAREFUL GETTING OUT ON THAT LEDGE, LANCE!

AW, DON'T BE AN OLD LADY, LEEDS! YA GOTTA TAKE RISKS TO GET GOOD SHOTS! EVER SEE PARKER'S PHOTOS?

LOUSY COMPOSITION, BUT GREAT ANGLES! YOU CAN BET HE TAKES RISKS!

BUT THESE SHOTS... THEY'RE GONNA MAKE HIS STUFF LOOK SICK!

HYDE... PLEASE... HAVE MERCY! DON'T--!

CEASE YOUR WHINNING, COBRA!

NOTHING'S GOING TO HAPPEN TO YOU ...UNTIL I TEACH SPIDER-MAN TO RESPECT THE NAME OF HYDE!

RESPECT? HOW CAN I RESPECT A MAN WHO DRESSES WORSE THAN ELMER FUDD?

AND JUST HOW'RE YOU GONNA TEACH ME, HUH?

YOU GONNA TRY TO HIT ME WITH OL' SNAKE-EYES?

SORRY, BIG GUY! I'M WAY TOO FAST ON MY FEET FOR THAT!

EESH! ME AND MY BIG MOUTH! WHY DID I HAVE TO LAND ON MY SORE FOOT?

SWIFT YOU ARE--

--BUT EVEN YOU MUST EVENTUALLY TIRE! WHEREAS, I AM ALL BUT TIRELESS!

KTOONG

KRAK

WOONGA-WOONGA-WOONGA

MINE IS THE POWER WHICH NEARLY BESTED THE MIGHTY THOR! MINE IS... AH-*HAH!*

AS I SAID BEFORE, WITH MY POWER, I CAN TURN ANY MASS INTO A WEAPON! *HAH-HA-HA!*

KTOONG

KTOONG

KRAK

KROONG NOONG

POOOSH

IN SECONDS, THE WATER TOWERS TOPPLE --SENDING THOUSANDS OF GALLONS OF WATER ACROSS THE ROOFTOPS!

FOREWARNED BY HIS UNCANNY SPIDER-SENSE, SPIDER-MAN AVOIDS THE HAMMERING TORRENT BY MERE INCHES.

OTHERS ARE NOT SO LUCKY!

LOOK OUT!

KROOOSH

YAAAA!

KOFF LANCE? KOFF

OMIGOD! THAT GUY WAS WASHED CLEAN OFF THE ROOF!

IT'S A TEN-STORY DROP!

IF I DON'T SNAG HIM--!

AH, MADE IT WITH ROOM TO SPARE!

EASY DOES IT, FELLA! I'LL HAVE YOU DOWN IN NO TIME!

HUH? LANCE BANNON?!?

=KOFF= MY CAMERA! =KOFF= YOU BUM--COULDN'T YOU HAVE SAVED MY CAMERA, TOO?

WHAT?! WHY, YOU--!

SCANT MINUTES LATER...

BRO-THER! EVEN WHEN I SAVE THE GUY'S LIFE, HE GIVES ME A HARD TIME!

SOME PEOPLE--!

LANCE! ARE YOU--

--ALL RIGHT--?

=MMUU-MMPHH=

HEH! I'LL PROBABLY HATE MYSELF IN THE MORNING, BUT I NEVER COULD RESIST A GOOD GAG! *OW!* BAD PUN!

STILL, BANNON DESERVED THAT!

BETWEEN MAKING ME LOOK BAD WITH HIS PHOTOS IN THE BUGLE--AND GRABBING UP ALL THE GOOD PHOTO-ASSIGNMENTS I COULD HAVE USED AS PETER PARKER--THAT GUY'S BEEN A TOTAL PAIN!

NO SIGN OF HYDE AND THE COBRA. I'D BETTER...

BONG

WHUPS! LOOK AT THE TIME!

QUARTER-TO-FIVE ALREADY!

THWIP

COBRA AND HYDE CAN KEEP FOR A WHILE. I HAVE PERSONAL BUSINESS TO FINISH BEFORE FIVE!

FAR BELOW...

SO... SPIDER-MAN YET LIVES!

BAH, LET HIM SWING OFF!

I CAN ALWAYS KILL HIM LATER!

BUT AS FOR YOU--!

N-NOW TAKE IT EASY, HYDE! I'M SURE WE CAN...

SHUT UP, YOU SNIVELLING COWARD!

I'LL JUST BET THAT YOU HAVE A NICE HIDEAWAY SOMEWHERE. *WHERE IS IT?*

THE BROJESS BUILDING ON PARK AVENUE... P-PENTHOUSE.

PARK AVENUE, EH?

YOUR FACE IS KNOWN TO THE POLICE... YOU MUST WEAR A DISGUISE WHEN YOU COME AND GO.

Y-YES... A FALSE BEARD! I KEEP AN EXTRA IN MY HELMET LINING, IN CASE...

WUDD

GOOD!

THAT'S ALL I NEEDED TO KNOW!

SHORTLY, ON THE CAMPUS OF EMPIRE STATE UNIVERSITY--

--IN A CERTAIN STAIRWELL, SPIDER-MAN ONCE AGAIN HIDES HIS COSTUME BENEATH THE GARB OF GRAD-STUDENT PETER PARKER.

6

I WAS ON THE GO SO MUCH, I'D ALMOST FORGOTTEN--

--THAT FIVE O'CLOCK WAS THE DEADLINE FOR CLEARING OUT MY DESK IN THE BIO-PHYSICS OFFICE.

IT'S REALLY ABOUT TIME. I GAVE UP MY TEACHING ASSISTANT JOB DAYS AGO!*

*SPECTACULAR SPIDER-MAN #68.

DON'T KNOW WHY I'VE PUT THIS OFF FOR SO LONG.

GEE, WHERE IS EVERYBODY?

DEB? PHIL? STEVE? MARCY?

GUESS THEY ALL CUT OUT EARLY! TOO BAD... I WOULD'VE ENJOYED A LAST FEW LAUGHS WITH THE GANG.

BOY, I'M GOING TO MISS THAT TYPEWRITER. IT'S MUCH BETTER THAN THE ONE I HAVE AT HOME.

LOOK AT THIS MESS! YOU SURE CAN COLLECT A LOT OF JUNK IN... WHAT? A TERM-AND-A-HALF?

YEAH, IT *HAS* BEEN A TERM-AND-A-HALF SINCE I STARTED WORKING HERE! SURE IS FUNNY, THE WAY TIME SNEAKS BY!

WHY DO I FEEL SO DOWN, ALL OF A SUDDEN?

I KNOW THAT QUITTING THE T. A. PROGRAM WAS THE RIGHT MOVE. I NEVER DID HAVE THE RIGHT TEMPERAMENT FOR TEACHING.

MAYBE IT'S THE FINALITY OF IT ALL. IN MANY WAYS, A CHAPTER OF MY LIFE IS ENDING.

GOODBYE, LITTLE CUBICLE!

I'D BETTER GET OUT OF HERE BEFORE I GET ALL MISTY-EYED.

I STILL HAVE TO FIND COBRA AND HYDE, BEFORE THAT WEBBING I GLUED THEM TOGETHER WITH EVAPORATES.

PETER!

OH... HI, MARCY. WHAT'S UP?

PETER, DO YOU HAVE A MINUTE? THERE'S SOMETHING WE SHOULD TALK ABOUT!

ANY OTHER TIME, I'D SAY YES, MARCY--BUT RIGHT NOW I'M IN A BIT OF A HURRY.

THIS'LL ONLY TAKE A MINUTE! THERE'S SOMETHING IN THE LAB--!

SOME OTHER TIME, OKAY?

I SPENT MOST OF THE MORNING IN THE LAB... AND I'M IN NO MOOD FOR SHOP TALK NOW.

PETER, *WAIT!* YOU DON'T--!

5

PETER?

HE'S NOWHERE IN SIGHT! I DON'T UNDERSTAND... HOW COULD HE DISAPPEAR SO QUICKLY?

MOMENTS LATER...

BAD NEWS, GANG-- WE LOST OUR GUEST OF HONOR.

I KNEW SOMETHING LIKE THIS WOULD HAPPEN! SURPRISE PARTIES NEVER WORK, MARCY!

STEVE'S RIGHT. WE SHOULD HAVE PLANNED A BETTER WAY TO GET PETE HERE.

GOOD LUCK PETER

WE WERE WORKING IN HERE THIS MORNING! I SHOULD HAVE ASKED HIM TO COME BACK AROUND THIS TIME, PHIL.

AW, IT'S NOT YOUR FAULT, HOCHBERG!

WELL, NO SENSE LETTING THESE MUNCHIES GO TO WASTE!

OF THE FIVE IN THE ROOM, ONLY DEBRA WHITMAN REMAINS SILENT.

ONLY SHE SUSPECTS WHY PETER MIGHT HAVE RUN OFF--

AND HER SUSPICIONS ARE ALMOST MORE THAN SHE CAN BEAR!

MEANWHILE, AT A TOWERING LUXURY HIGH-RISE ON PARK AVENUE...

GOOD EVENING, GENTS! WHO MAY I--?

WHY, IT'S MR. VOORHEES! WHAT'S HAPPENED TO HIM? HE LOOKS AWFUL!

NOTHING TO BE ALARMED ABOUT.

I'M DR. CALVIN ZABO... AN OLD FRIEND OF MR. VOORHEES.

WE HADN'T SEEN EACH OTHER IN SOME TIME AND... WELL, I'M AFRAID HE JUST HAD TOO MUCH TO DRINK.

I'LL JUST PUT HIM TO BED. HE'LL BE FINE.

THAT'S ODD. MR. VOORHEES NEVER STRUCK ME AS THE TYPE WHO'D OVERINDULGE

AN' WHAT'S HE WEARIN' ON HIS FEET?

SNAKE-SKIN BOOTS?

WELL, I GUESS IT TAKES ALL KINDS!

SHORTLY, AFTER DR. ZABO HAS JIMMIED THE LOCK OF THE MULI-LEVELED PENTHOUSE...

MY! YOU HAVE DONE WELL FOR YOURSELF SINCE I LAST SAW YOU!

THOUGH I DARE SAY THAT YOU'D HAVE DONE FAR BETTER WITH THE HELP OF MY ALTER EGO.

I'LL RECLAIM THAT COAT NOW. IT'S HARDLY YOUR SIZE, AFTER ALL! OR MINE... IN THIS FORM!

HMM! IT OCCURS TO ME THAT I COULD HAVE CUT YOUR HELMET LOOSE AND SAVED MYSELF A BIT OF TROUBLE!

BUT HYDE WANTED THINGS THIS WAY, AND HYDE KNOWS BEST!

WITHDRAWING A SMALL VIAL FROM HIS VEST POCKET, DR. ZABO DOWNS A SPECIAL POTION--

--WHICH INSTANTLY BEGINS TO CHANGE HIM.

=AHNRGH!= NO MATTER HOW MANY TIMES I UNDERGO THE TRANSFORMATION--

--I NEVER... QUITE...GET USED TO...THE PAIN!

BUT IT'S WORTH THE MEAGER PAIN TO PUT ASIDE THE LAUGHABLE FORM OF CALVIN ZABO AND BECOME *MISTER HYDE!*

I WOULD GIVE UP BEING ZABO PERMANENTLY, IF HE DID NOT STILL HAVE HIS USES. ONLY HE COULD HAVE PROCURED THIS BAG FOR ME!

CERTAINLY NO ONE WOULD HAVE KNOWINGLY SUPPLIED MR. HYDE WITH A CONCENTRATED ACID!

SSS

BLAST! IT HAS MORE EFFECT ON MY HAND THAN ON THIS ACCURSED WEBBING!

BUT NO MATTER! I SHALL BE FREE ONE WAY OR ANOTHER!

THIS WEBBING IS MOST IMPRESSIVE... A WORK OF NEAR GENIUS!

--AFTER I HAVE MY REVENGE!

OHHH, MY HEAD!

COMING TO, COBRA? GOOD! I WANT YOU CONSCIOUS FOR THIS!

SNIK

UUUUUH WHERE--?

I SHALL HAVE TO STUDY IT MORE CLOSELY--

HYDE? W-WHAT ARE YOU DOING TO ME?

MERELY RENDERING YOU INCAPABLE OF SLITHERING AWAY FROM ME!

YOU THOUGHT I WAS DEAD, DIDN'T YOU, COBRA? YOU THOUGHT I'D PERISHED, FIGHTING CAPTAIN AMERICA!*

IN TRUTH, I WAS FROZEN...BADLY INJURED...BUT I SURVIVED! I SURVIVED BECAUSE I KNEW YOU STILL LIVED!

* CAPTAIN AMERICA #252.

AND I WOULD HAVE COME BACK FROM THE DEAD TO HAVE MY REVENGE ON YOU!

YOU LEFT ME TO ROT IN PRISON!

I CURSE THE DAY I EVER AGREED TO BE YOUR PARTNER! WE'LL DISPENSE WITH THIS FALSE BEARD...I WANT YOU IN FULL COSTUME--

--WHEN I SLOWLY, METICULOUSLY RIP THE LIFE FROM YOUR BODY!

SUDDENLY, FROM ACROSS THE ROOM...

KRESH

IXNAY, HYDE! COBRA SQUISHING IS DEFINITELY OUT OF SEASON!

SPIDER-MAN?! HOW-- OOOFF!!

HOW'D I FIND YOU? SIMPLE... I LOOKED IN THE YELLOW PAGES UNDER "BIG, DUMB JERKS"!

ACTUALLY, I SLIPPED A SPIDER-TRACER UNDER COBRA'S CLOAK BEFORE I TOSSED HIM TO YOU--BUT WHY REVEAL A TRADE SECRET LIKE THAT?

I'M EVER SO GLAD I MADE IT IN TIME FOR THE PARTY!

I LOOOVE PARTIES!

PARTY?!?

YOU IMBECILE! I'LL SQUASH YOU LIKE THE INSECT YOU ARE!

THOOM

BOY, WHERE DID YOU GO TO SCHOOL? SPIDERS AREN'T INSECTS... THEY'RE ARACHNIDS!

I DON'T CARE WHAT YOU ARE! I AM HYDE...AND HYDE IS POWER!

HYDE IS ALSO A FULL-TIME CORNBALL, BUT HE'S RIGHT!

BINDING MY BAD ANKLE WITH WEB-BING HAS HELPED SOME--

--BUT I'M STILL SLOWER THAN I SHOULD BE! THAT STUPID INJURY TOOK MORE OUT OF ME THAN I REALIZED!

IF I DON'T PUT HYDE OUT OF ACTION FAST, I'M GONNA BE IN DEEP TROUBLE!

I'LL KILL YOU!!

KEEP IT DOWN, WILL YA? YOU'LL DISTURB THE NEIGHBORS!

AND YOUR BREATH--! PEE-YEW!

GOTTA KEEP RAZZING HIM... IT DRIVES HIM CRAZY... MAKES HIM CARELESS!

GOT TO GET OUT OF THESE BONDS!

I *HATE* YOU, SPIDER-MAN!

AND WHAT I HATE... I *DESTROY!!*

TEMPER, *TEMPER!* YOU REALLY SHOULD WATCH THOSE ANTISOCIAL TENDENCIES!

TRY BEING MORE MELLOW... LIKE ME! LIKE THE SONG SAYS, YA GOTTA TAKE TIME TO STOP AND SMELL THE ROSES!

OR, IN THIS CASE, THE FERNS! HERE, HAVE A SNOOTFUL ON ME!

BOONK

WHY... YOU... DIRTY... SON OF A...

THWAP

AH-*AH!* DON'T SAY IT!

GAWRPH!!

KROOOM

EASY THERE, BIG FELLA! WE DON'T WANT YOU BLUNDERING INTO TOO MANY BREAKABLES! INSURANCE RATES ARE HIGH ENOUGH AS IT IS!

THWAP

RAHRN... RAHRN!

WHAT'S THAT? "ROUND AND ROUND"? OKAY, IF THAT'S WHAT YOU WANT!

THESE MANACLES ARE MAGNETICALLY BONDED TO MY COSTUME!

BUT I CAN'T LET THAT STOP ME! SOMEHOW, I HAVE TO GET FREE BEFORE THESE TWO MANIACS KILL EACH OTHER... AND ME!

WELL, HYDSIE, I COULD SAY THAT THIS HAS BEEN A SWINGIN' TIME--BUT I'VE MADE ENOUGH BAD JOKES FOR ONE DAY! SO... *BON VOYAGE!*

KRASH KRASH

KRUSH

PARK

PARK

PARKING

DONT DUMP ON NEW YORK

HOLEE--!

KLA-BOOM

OH, NO! I-I EXPECTED AT LEAST ONE OF THOSE WALLS TO STOP HIM!

WHAT HAVE I DONE?!

FEARING THE WORST--

...THE NIMBLE WEB-SLINGER SKITTERS DOWN TO STREET LEVEL WHERE...

H-HE'S STILL ALIVE! WHAT A RELIEF!

OOPS! DID I SAY RELIEF?

YUUU!!

OKAY, HYDE, THIS IS IT! GIVE ME YOUR BEST SHOT AND... AND...

HEY, ALL OF A SUDDEN, I'M GETTING NARY A WARNING BUZZ FROM MY SPIDER-SENSE. THAT MUST MEAN HE'S--

--OUT COLD ON HIS FEET! WHEW!

NIGHTY-NIGHT, LI'L ANGEL!

WHUMP

AT THAT MOMENT, BACK IN THE PENTHOUSE...

FINALLY! I HAD TO RIP FREE OF MY COSTUME--AND LOSE A FEW INCHES OF SKIN--BUT AT LAST I'M FREE!

HOLD IT RIGHT THERE! THIS IS THE POLICE! WHAT'S GOING ON IN HERE?!

LOOK, ARNIE! IT'S THE COBRA!!

GRAB HIM!

I GOT 'IM!

NO, I... HEY!

I'M STILL A LITTLE GROGGY FROM THAT BEATING HYDE GAVE ME--BUT I HAVE TO GET OUT OF HERE!

I'LL SLITHER AWAY DOWN THE BUILDING AND FIND SOMEPLACE TO HOLE UP! YES, THAT'S WHAT I'LL DO!

THEN, ONCE I'M MYSELF AGAIN, I'LL COME BACK AND--!

ULP!

HI, COBRA! WANT TO COME OUT AND PLAY?

PLEASE... TAKE ME AWAY! LOCK ME UP! I-I JUST CAN'T TAKE ANY MORE OF THIS!

WELL, I'LL BE--!

OKAY. YOU HAVE THE RIGHT TO REMAIN SILENT...

AND SO, AS COBRA AND HYDE ARE CARTED AWAY, AND THE SUN SINKS SLOWLY IN THE WEST...

I MUST HAVE MADE A BIGGER IMPRESSION ON COBRA THAN I THOUGHT! RIGHT NOW, I DON'T THINK I COULD TAKE ANOTHER FIGHT EITHER!

THINK I'LL GO HOME AND SOAK MY FOOT!

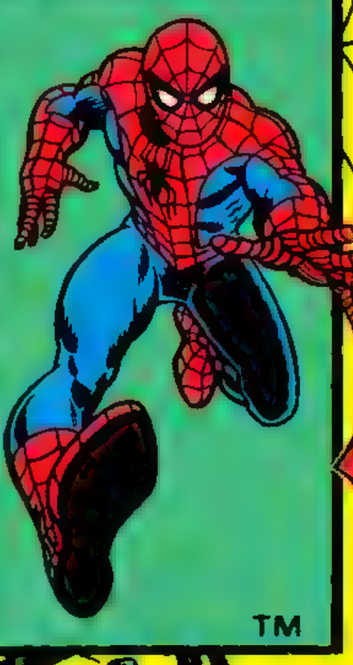
C'MON, ADMIT IT! IT'S NOT EVERY DAY YOU SEE A COSTUMED ADVENTURER CONTEMPLATING A RELAXING EVENING WITH A BUCKET OF EPSOM SALTS! BUT THEN, THERE'S NEVER BEEN ANY-ONE QUITE LIKE THE AMAZING SPIDER-MAN! SO DON'T MISS NEXT ISSUE WHEN...

THE TARANTULA ATTACKS!

60¢ | 233 OCT 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY



©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

THIS IS IT! GENUINE UNCENSORED THRILL-FILLED SPIDER-ACTION! (ACCEPT NO SUBSTITUTES!)

KA-POW!

JR·JR/AM

WHERE THE @¢%# IS NOSE NORTON?

THAT SLEAZY LITTLE UNDERWORLD INFORMER HAS INFORMATION THAT'S VITAL TO THE *DAILY BUGLE'S* EXPOSÉ OF THE BRAND CORPORATION...INFORMATION THAT WE'VE ALREADY PAID FOR!

AND YOU STAND THERE AND TELL ME THAT HE'S JUST... *DISAPPEARED?!?*

J. J. JAMESON

Stan Lee PRESENTS / ROGER STERN SCRIPTER / JOHN ROMITA JR. & JIM MOONEY ARTISTS / DIANA ALBERS LETTERER / GLYNIS WEIN COLORIST / TOM DeFALCO EDITOR / JIM SHOOTER LOST & FOUND

TAKE IT EASY, JONAH! WE DON'T LIKE TO SEE THE *BUGLE'S* MONEY WASTED ANYMORE THAN YOU DO!

I'M SURE NORTON WILL SURFACE SOON. THE POLICE ARE LOOKING FOR HIM--!

UNFORTUNATELY, THEY'RE NOT THE ONLY ONES, ROBBIE! WORD ON THE STREET IS THAT SOME HEAVY OUT-OF-TOWN MUSCLE IS LOOKING FOR NORTON, AS WELL!

IT DOESN'T TAKE A GENIUS TO GUESS THAT THE BRAND CORPORATION IS THE FORCE BEHIND THAT MUSCLE! NORTON KNOWS TOO MUCH ABOUT THEIR ILLICIT OPERATIONS.

WE HAVE TO LOCATE HIM BEFORE THEY DO!

YES... THEM OR THEIR BOY, SPIDER-MAN!

SPIDER-MAN?! WHAT DO YOU MEAN, MR. JAMESON? THERE'S BEEN NO EVIDENCE TO LINK SPIDER-MAN, WITH BRAND!

OPEN YOUR EYES, LEEDS--

"-- SPIDER-MAN AND THE COBRA SHOWED UP JUST AS YOU WERE ABOUT TO GET THE DIRT FROM NORTON!* IT'S OBVIOUS THAT HE'S MIXED UP IN THIS!"

*ISSUE # 231.

THAT'S BULL, JONAH!

WHAT?!?

YOU HEARD ME! YOU MAY BE MY PUBLISHER, BUT I'LL NOT HAVE YOU TURN THIS EXPOSÉ INTO ANOTHER OPPORTUNITY TO LIBEL SPIDER-MAN!

IF THAT'S WHAT YOU HAVE IN MIND, GET YOURSELF ANOTHER BOY!

BUT... BUT... BUT, NED, MY BOY-- YOU CAN'T BE SERIOUS!

I THINK HE *IS*, JONAH! AND I AGREE WITH HIM! IF YOU TRY TO DRAG SPIDER-MAN INTO THIS, YOU'LL ONLY MAKE THE PAPER LOOK FOOLISH!

MARLA, SURELY *YOU--!*

SORRY, JONAH. I DON'T LIKE SPIDER-MAN ANY MORE THAN YOU DO, BUT ROBBIE IS RIGHT! FROM WHERE I SIT--

--SPIDER-MAN'S INVOLVEMENT SEEMS COINCI-DENTAL!

I DON'T BELIEVE IT! BETRAYED ALL AROUND... BY MY CITY EDITOR, MY BEST REPORTER, AND THE WOMAN I LOVE!

WHERE DID I GO WRONG?

LOOK, MR. J, ALL I WANT TO DO IS GO INTO THIS INVESTI-GATION WITH AS FEW PRECON-CEPTIONS AS POSSIBLE! IF WE FIND THAT SPIDER-MAN IS INVOLVED--

--OKAY, THEN WE GO AFTER HIM WITH BOTH BARRELS! FAIR ENOUGH?

≥HRUMPH≤ WELL, AS LONG AS YOU PUT IT THAT WAY--!

BUT I KNOW THAT WEB-HEADED WEASEL IS INVOLVED SOMEHOW!

NO DOUBT JAMESON'S CONVICTIONS WOULD ONLY BE STRENGTHENED WERE HE TO LOOK OUT HIS WINDOW THAT MOMENT...

DAILY BUGLE

HOTEL REX

AS LONG AS I HAVE A LITTLE TIME ON MY HANDS, I MIGHT AS WELL SEE WHAT'S SHAKING AT THE *BUGLE*. MAYBE I CAN PICK UP A FREELANCE PHOTO ASSIGNMENT--

-- IF LANCE BANNON HASN'T ALREADY SNATCHED 'EM ALL UP!

THINKING OF BANNON MAKES ME EVEN GLADDER THAT I GAVE UP MY JOB AS A COLLEGE TEACHING ASSISTANT!

NOT ONLY CAN I USE THE EXTRA TIME FOR MY GRAD STUDIES--

--BUT I'LL ALSO HAVE MORE CHANCES TO GET OUT AND TAKE CRIME PIX FOR THE *BUGLE*. GOOD OR BAD, THERE'S MORE CASH TO BE MADE SNAPPING SHUTTERS THAN MOLDING MINDS!

AND I'LL SOON BE NEEDING A LOT MORE MONEY IF I'M GOING TO HELP AUNT MAY FUND HER SENIOR CITIZENS BOARDING HOUSE!

THERE! NOW THAT I'M ALL DOLLED UP-- OR DOWN, AS THE CASE MAY BE--

--ALL THAT REMAINS TO BE DONE IS TO TURN MY REVERSIBLE SHOULDER BAG INSIDE-OUT...

...AND *PRESTO!* NO MORE SPIDER-MAN... JUST YOUR FRIEND AND MINE, PETER PARKER!

UH-OH! WHY IS MY SPIDER-SENSE BUZZING NOW? I'VE USED THIS ROOFTOP DOOR HUNDREDS OF TIMES! THERE'S NOTHING OUT OF THE ORDINARY ABOUT IT!

ULP! BUT THERE IS NOW! THEY'VE INSTALLED ONE OF THOSE EMERGENCY-ONLY CRASH-BARS!

IF I YANK THE DOOR OPEN, ALL SORTS OF ALARMS WILL GO OFF!

FINE THING! HOW'M I SUPPOSED TO GET IN WITHOUT BOTHERING THE FIRE DEPARTMENT AND DRAWING ATTENTION TO MYSELF?

HEL-LO! IS THAT METAL HOUSING WHAT I THINK IT IS?

ONLY ONE WAY TO FIND OUT!

CHEE, WHAT CHINTZY CONSTRUCTION! THE METAL CAN'T BE MORE THAN AN INCH THICK!

GR-INK

JACKPOT! I THOUGHT THE ELEVATOR SHAFT MIGHT BE ABOUT HERE!

24

NOT EXACTLY THE SCENIC ROUTE, BUT BEGGARS CAN'T BE CHOSERS!

MOMENTS LATER, ON THE 17th FLOOR...

THIS IS THE RIGHT LEVEL, BUT FROM THE WAY MY SPIDER-SENSE IS HUMMING NOW, THE HALL MUST BE CROWDED.

LUCKILY, NO ONE RANG FOR THIS CAR. I'LL JUST HANG AROUND UNTIL IT'S...

...ALL CLEAR? YEAH.

SPIDER-SENSE, WHERE WOULD I BE WITHOUT YOU? YOU'VE SAVED MY HIDE SO MANY TIMES, I'VE LOST COUNT!

IF ONLY YOU'D WARNED ME HOW FILTHY THAT CABLE WAS! YEESH!

ONE QUICK TRIP TO THE MEN'S ROOM LATER, PETER FINALLY MAKES HIS WAY INTO THE BUSY CITY ROOM...

IT FIGURES THAT OL' TIGHTWAD JAMESON WOULD STOCK THE CHEAPEST POSSIBLE LIQUID SOAP IN HIS WASHROOMS!

AT LEAST THERE WERE PLENTY OF PAPER TOWELS!

MORNING, GLORY! IS THE LORD HIGH PUBLISHER-IN-CHIEF IN TODAY?

TWO POINTS!

IS HE EVER! HE HAS ROBBIE, NED LEEDS, AND DR. MADISON IN FOR SOME SECRET MEETING!

FIGURES!

THEY'RE ALWAYS HAVING SOME SORT OF MEETING THESE DAYS! I WONDER WHAT'S--

--UP?

I STILL SAY IT'S THROWING GOOD MONEY AFTER BAD, ROBBIE!

IF WE GET RESULTS, IT'LL BE WORTH IT, JONAH!

HELLO, J.J.! I WAS--

ROBBIE, IF YOU HAVE A--!

NED! HOW'S TRICKS?

DR. MADISON? ANY-BODY?

EITHER I'VE SUDDENLY BECOME INVISIBLE, OR SOMETHING BIG IS BREWING!

WELL, JONAH?

AHEM! GATHER 'ROUND, BOYS, AND GIRLS! I HAVE AN IMPORTANT ANNOUNCEMENT!

AN UNNATURAL HUSH FALLS ACROSS THE CHAMBER.

THIS PAPER IS CURRENTLY CONDUCTING A HIGH-LEVEL CRIME PROBE... I CAN'T TELL YOU ANY MORE THAN THAT WITHOUT JEOPARDIZING THE PROJECT.

LOOSE LIPS AND ALL!

BUT WE NEED YOUR HELP IN LOCATING A MAN WHO POSSESSES SOME VERY IMPORTANT DATA.

111180956

111180956

THIS IS WHAT HE LOOKS LIKE. HE'S COMMONLY KNOWN AS "NOSE" NORTON!

REPORTER BEN URICH'S INTEREST IS DRAWN BY THE NAME.

NORTON? WHAT'S HE GOTTEN HIS BIG NOSE INTO NOW?

THE *BUGLE* WILL GIVE A CASH BONUS TO ANY STAFFER OR FREELANCER WHO CAN FIND AND DELIVER NORTON TO MY OFFICE...

...A BONUS OF... $1500.

SAY WHAT?!

I MUST BE HEARIN' THINGS! JONAH JAMESON? OFFERING THAT MUCH MONEY?!

MAYBE HE'S SICK OR SOMETHING.

$1500? $1500!?

THAT WOULD SURE SOLVE A LOT OF PROBLEMS FOR YOURS TRULY!

AND SPIDER-MAN OUGHT TO HAVE A BETTER CHANCE OF FINDING OL' NORTON THAN ANYONE IN THIS ROOM!

OH!

'SCUSE ME, MISS!

I'VE SEEN REFLEXES BEFORE, BUT THAT WAS SOMETHING ELSE! THE WAY HE AVOIDED RUNNING INTO ME...IT'S ALMOST AS IF HE'D SENSED ME COMING OR SOMETHING!

$1500! WOW!

THAT YOUNG MAN WAS CERTAINLY IN A BIG HURRY!

WHO, PETER PARKER? YEAH, HE'S ALWAYS ON THE GO!

MAY I HELP YOU WITH SOMETHING, MA'AM?

I DON'T SUPPOSE LANCE BANNON IS HERE, IS HE?

NO, I DON'T THINK SO!

THAT BEAST! HE'S NEVER ON TIME!

HMM, NOW THAT I THINK ABOUT IT, THIS PETER PARKER SEEMS EVEN MORE INTRIGUING! HASN'T LANCE BEEN GROUSING ABOUT COMPETING WITH A PETER PARKER?

AMY, OLD GIRL, WHAT YOU'RE THINKING IS POSITIVELY EVIL!

I LOVE IT!

MEANWHILE, UNAWARE OF THE SUDDEN INTEREST HIS ALTER EGO IS GATHERING, SPIDER-MAN SWINGS ACROSS TOWN ON HIS ASTOUNDING WEB.

LET'S SEE...IF I WERE NOSE NORTON, WHERE WOULD I HANG OUT?

THIS LOOKS AS THOUGH IT COULD BE A LIKELY NEIGHBORHOOD!

BILLIARDS

YOU GONNA TAKE A NAP THERE, FRANK... OR YA GONNA SHOOT POOL?

I'LL SHOOT WHEN I'M READY! GIVE ME A BREAK, WILLYA?

HEY, FRANK, YOU SEEN THE NOSE AROUND LATELY?

YEAH... COUPLE DAYS AGO.

TOLD ME HE'D BE LAYING LOW FOR A WHILE...

--ASKED ME TO TAKE CARE OF BIZ FOR HIM, YA KNOW?

THAT'S GOOD TO KNOW. I HAVE SOME STUFF I NEED TO UN--

--LOAD?

HI, IS THIS A PRIVATE GAME?

I GUESS SO!

HEY, PLEASE DON'T LEAVE ON MY ACCOUNT!

C'MON BACK--

--AND WE'LL--

WHUDD
WHUNK
KRUNK
RACK 'EM UP AGAIN!
BLAST THAT SPIDER-MAN! HE'S RUINED EVERYTHING!
YOU CAN'T GET OUT THAT WAY, FRANKIE! SOME SLOB WEBBED THE DOOR SHUT!
TELL YA WHAT I'LL DO, THOUGH--
--I'LL LET YOU OUT VIA MY OWN PRIVATE EXIT!
HOW'S THAT FOR BEING A BUDDY?
NOW THAT WE'RE SUCH GOOD FRIENDS, WHY DON'T YOU TELL ME WHERE NOSE NORTON IS?
YOU IMBECILE! I DON'T KNOW!
THAT WAS JUST A CON TO GET A LINE ON THE STOLEN GOODS NETWORK THAT NORTON WAS PART OF!
I'VE BEEN WORKING UNDER-COVER HERE FOR MONTHS, AND YOU'VE WRECKED EVERYTHING IN LESS THAN A MINUTE!
NYPD
OOOPS! WOULD IT HELP IF I SAID I WAS SORRY?
@d%$!#@
I CERTAINLY BLEW THAT ONE!
THWIP
I WONDER IF THINGS LIKE THIS EVER HAPPEN TO *DAREDEVIL*?
AND, WHILE SPIDER-MAN CONTINUES HIS SEARCH...

...1200 MILES TO THE SOUTH, THE BLUE WATERS OF THE ATLANTIC WASH ACROSS MIAMI BEACH.

IT'S NOT YET NOON, AND THE BEAUTIFUL PEOPLE HAVE NOT YET BEGUN TO SUN THEMSELVES ON THE WHITE SAND BEACHES.

NOR IS THERE MUCH ACTIVITY IN THE LUXURY MARINAS ALONG BISCAYNE BAY. BUT AT ONE PARTICULAR ESTABLISHMENT...

MR. VALDEZ?

Marina Villa Vista

I CALLED YESTERDAY.

AH, YES, SEÑOR...SMITH. DO SIT DOWN.

HOW MAY I BE OF SERVICE TO YOU?

THERE'S A MAN WHO MUST BE ELIMINATED.

QUE? I'M AFRAID I DON'T--!

YOU *DID* WHEN YOUR NAME WAS RODRIQUEZ!

KEEP YOUR VOICE DOWN! IF THE LOCAL HISPANIC COMMUNITY KNEW MY TRUE IDENTITY, MY LIFE WOULD NOT BE WORTH A PESO.

MADE A FEW ENEMIES, EH?

ON BOTH ENDS OF THE POLITICAL SPECTRUM, SEÑOR.

FROM WHAT I READ OF YOUR EXPLOITS, I'M NOT SURPRISED. STILL THAT MAKES YOU THE IDEAL MAN FOR OUR JOB.

THERE'S A GENTLEMAN WHO COULD EMBARRASS MY EMPLOYERS IF HE'S NOT SILENCED. IT WOULD BE IN OUR INTERESTS FOR AN OUTSIDE PARTY TO DO THE SILENCING.

OUR TARGET IS CALLED NOSE NORTON FOR OBVIOUS REASONS.

WE'LL HANDLE ALL EXPENSES AND OUTFIT YOU WITH NEW EQUIPMENT. PAYMENT IS $250,000. INTERESTED?

HOW DO I FIND THIS SENOR NORTON?

WE'LL HANDLE THAT. YOU JUST TURN OFF HIS POWER!

IN THE DAYS THAT FOLLOW, THE SEARCH FOR NOSE NORTON STRETCHES ACROSS THE ENTIRE EASTERN SEABOARD, INTO EVERY HOBO JUNGLE...

...EVERY WATERFRONT DIVE AND BACK ALLEY!

INTO EVERY GIN MILL IN A DOZEN STATES, THE QUEST GOES ON, BUT EVERYWHERE, THE ANSWER'S THE SAME.

NOPE! I AIN'T SEEN HIM.

WHERE IS NOSE NORTON? WHERE IS THIS LITTLE MAN WHO KNOWS TOO MUCH?

HERE! IN THE NEW YORK CITY BOROUGH OF RICHMOND, BETTER KNOWN AS STATEN ISLAND!

FOR OVER A WEEK, NORTON HAS HOLED UP IN A ONE ROOM APARTMENT OVER A DISREPUTABLE WATERFRONT BAR, JUST TWENTY MINUTES AWAY, BY FERRY, FROM MANHATTAN.

MURRAYS

MURRAYS

TODAY, HE HAS MADE A SERIOUS MISTAKE.

MAYBE I SHOULDN'T HAVE COME DOWNSTAIRS FOR A BREW, BUT I WAS GOING SQUIRRELLY, COOPED UP IN THERE!

AW, WHAT AM I WORRIED ABOUT?

NO ONE WOULD RECOGNIZE ME IN THIS GET-UP!

PHONE

HELLO, MR. RODRIQUEZ?

I'M ONE OF SMITH'S MEN. I'VE FOUND NORTON. SURE, I'M SURE--THERE'S NO MISTAKING THAT SMELLER OF HIS!

HE'S IN A PLACE ON STATEN ISLAND CALLED MURRAY'S--

--AND IT LOOKS LIKE HE'S PACKING A GUN.

I HAVE LAIN LOW, ENGAGED IN PETTY SMUGGLING, FOR TOO LONG. BUT NO MORE!

WHEN I FINISH THIS HIT, ANTON MIGUEL RODRIQUEZ--*THE TARANTULA*--WILL AGAIN SHOW THE WORLD THE TRUE MEANING OF TERRORISM!

THAT IS OF NO CONCERN. GIVE ME AN HOUR--THEN MAKE YOUR OTHER CALL AND CLEAR OUT. WE MUST HAVE OUR SPECIAL WITNESS!

THIS INTRIGUE... THIS EXCITEMENT... IT'S WHAT I'VE BEEN MISSING SINCE I LAST ESCAPED THE AUTHORITIES.

ONE HOUR LATER, IN A CHEAP MIDTOWN CAFE, BEN URICH IS WORKING ON HIS SECOND CUP OF COFFEE--BLACK--WHEN...

RRRING

PHONE

URICH?

YEAH?

MURRAY'S... THE WATER-FRONT ON STATEN ISLAND

=CLICK=

THAT'S THE NICE THING ABOUT MAINTAINING REGULAR EATING HABITS... CONTACTS ALWAYS KNOW WHERE TO FIND YOU!

LUNC

HEY, WHAT'S THE HURRY, MAC?

BUT, SEVERAL STORIES UP...

UNLESS BEN URICH'S DECIDED TO TAKE UP RUNNING, I'D SAY HE'D JUST GOTTEN A HOT TIP.

AND I CAN THINK OF ONLY ONE TIP WHICH WOULD MAKE HIM MOVE THAT FAST!

I THOUGHT IT MIGHT BE A GOOD MOVE TO TAIL OL' BEN!

KOFF-KOFF

MINUTES LATER, ON THE STATEN ISLAND FERRY...

THIS COULD BE THE BIG ONE!

AND NOT JUST FOR THE BONUS! IF I CAN DELIVER NORTON, MAYBE I CAN TALK LEEDS INTO LETTING ME WORK THE STORY WITH HIM.

AS TIGHT A LID AS ROBBIE'S SLAPPED ON IT, IT MUST BE SOMETHING BIG!

PROBABLY A PULITZER IN IT! MAYBE EVEN A BOOK DEAL... OR A MOVIE!

THAT'D BE NICE. I COULD AFFORD TO GIVE MOLLY A REAL VACATION... SOME DECENT CLOTHES...

'SCUSE ME, BUT AREN'T YOU THE WORLD-FAMOUS NEWSHOUND?

PARKER?! WHAT THE DEVIL--?

HOW GOES IT, BEN? SAY, WE WOULDN'T BE HEADED FOR THE SAME PLACE, NOW, WOULD WE?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, KID.

YOU MEAN YOU AREN'T LOOKING FOR A GUY WITH A BIG SCHNOZOLA?

BOY, I AM! I REALLY COULD USE THAT BONUS... WHAT WITH TUITION COSTS RISING AND MY DEAR, SWEET, OLD AUNT MAY NEEDING MONEY!

YORK

HECK, I'D EVEN SETTLE FOR *HALF* THE BONUS! KNOW WHAT I MEAN, BEN?

SPARE ME THE SOB STORY, PARKER! YOU CAN COME ALONG.

HEY, THANKS, BEN!

DON'T MENTION IT... PLEASE!

SOON... DARK AS PITCH IN HERE!

YOU OKAY, PARKER? YOU SEEM ALL TENSE!

HUH? OH... I'M FINE. LEAD ON!

I HAD A BRIEF SPIDER-SENSE WARNING FOR A SECOND--

-- BUT I DON'T FEEL ANYTHING NOW. MUST HAVE BEEN SOMETHING OUTSIDE.

MURRAY'S

PROBABLY NOTHING IMPORTANT.

HELLO, SIR! WOULD YOU LIKE TO HELP A COUPLE OF SWELL GUYS?

HUH?

WHA-?

WHO?

URICH!

NICE TO SEE YOU REMEMBER ME, NOSE!

WHY DON'T WE ALL TAKE A NICE CAB RIDE INTO THE CITY... ON ME!?

I CAN'T, URICH! IT AIN'T SAFE FOR ME OUT THERE!

LIGHTEN UP, NORTON! WHAT COULD HAPPEN TO YOU WITH ME AROUND?

MAYBE PLENTY! MY SPIDER-SENSE IS KICKING UP A STORM AGAIN... AND THAT MEANS *TROUBLE!*

KRESH

GET AWAY FROM THAT MAN, OR YOU WILL ANSWER TO *THE TARANTULA!*

HOLY SMOKES! WHAT'S *HE* DOING HERE? I HAVEN'T SEEN HIM SINCE I STOPPED HIM FROM KIDNAPPING THE MAYOR!*

*WAY BACK IN SPECTACULAR SPIDER-MAN # 1.

DIDN'T YOU HEAR? I SAID *GET AWAY!*

BEN!

BOP

LAUNCHING HIMSELF ACROSS THE DARKENED BARROOM, PARKER'S AMAZING SPIDER-SPEED AND REFLEXES SAVE BEN URICH FROM A POSSIBLE CONCUSSION.

BUT ALL THAT GOES UNNOTICED BY THE FLEEING COSTUMED TERRORIST AND HIS VICTIM!

YOU ALL RIGHT?

YEAH...YEAH, I GUESS.

THIS IS GETTING WEIRD, PARKER! WHY IS A SOUTH AMERICAN TERRORIST AFTER NORTON?

THAT'S WHAT I WAS ABOUT TO ASK YOU!

MEANWHILE, OUT ON THE DOCKS...

ALL RIGHT, SENOR NORTON, WHERE ARE THE PAPERS?

PAPERS? WHAT PAPERS?

UNLIMBER YOUR CAMERA AND FOLLOW ME! MAYBE WE CAN FIND OUT!

SORRY, BEN, BUT I THINK I CAN DO MORE GOOD IF I GO THIS WAY!

THE PAPERS YOU PROMISED TO SELL ME... THE STOLEN INDUSTRIAL SECRETS!

MISTER, YOU'RE CRAZY! I NEVER EVEN HEARD OF YOU BEFORE!

NO DOUBT TRUE, BUT WE ARE BEING WATCHED BY OTHER EYES... HEARD BY OTHER EARS WHO WILL HARDLY BELIEVE A COWARDLY INFORMER.

ALL GOES AS PLANNED.

SOMETHING SCREWY'S GOING ON HERE, PARKER! DID YOU HEAR THAT?

PARKER? WHERE IS THAT KID?

HEY, THAT SHADOW FROM OVERHEAD--! LOOKS LIKE MY OL' BUDDY DAREDEVIL IS ABOUT TO PLAY GUARDIAN ANGEL!

WAIT A MINUTE! THAT'S NOT D.D.! IT'S--

--SPIDER-MAN!

SPIDER-MAN?!

DO I HEAR AN ECHO?

LONG TIME, NO SEE, TARANNY! I HEARD YOU WERE IN THE POKEY!

THE PRISON HASN'T BEEN BUILT THAT CAN HOLD THE TARANTULA!

TOO BAD! YOU REALLY SHOULD HAVE STAYED OUT OF MY TOWN! YOU SEE--

--I DON'T LIKE YOU AT ALL!

HIGH OUT OVER THE HARBOR SAILS THE TARANTULA, BEFORE LANDING NONE-TOO-GENTLY AMID THE REFUSE OF AN ANCHORED GARBAGE SCOW.

WHY DON'T YOU STAY WHERE YOU ARE, TARANTULA? YOU SHOULD FEEL RIGHT AT HOME IN THE GARBAGE!

YOUR TAUNTS RING OF JEALOUSY, SPIDER-MAN!

SNAKT

SNAKT

BUT THEN, YOU ALWAYS WERE AT THE MERCY OF MY RAZOR-SHARP STING!

YOU MEAN YOUR POINTY-TOED BOOTS? DON'T MAKE ME LAUGH!

SURE, I'LL ADMIT THAT MAKING THE POISON-STICKERS RETRACTABLE SHOWED SOME SMARTS ON YOUR PART... BUT SO WHAT?

THWIP

CARAMBA!

YOU CAN'T KICK ANYTHING IF YOUR BOTTIES ARE WEBBED UP TIGHT!

AND, BACK ON THE DOCKS...

THIS IS NUTS! THAT COSTUMED GUY... THE STUFF HE WAS SAYIN'... THERE'S JUST ONE THING IT CAN MEAN--

--I'M BEING SET UP!

NORTON! OVER HERE!

BEN! YOU GOTTA HELP ME!

N-NO, WHAT AM I THINKIN'? I CAN'T EVEN TRUST YOU! YOU MIGHT BE IN ON THE SET-UP! TH-THEY CAN BUY ANYBODY!

OKAY-- FREEZE!

NO. NO!!

SPIDER-MAN, WHERE ARE YOU--

KTING

IDIOTA! THE TARANTULA HAS MANY WAYS TO STING!

MY, MY! RETRACTABLE FINGER BLADES, TOO? YOU ARE FULL OF NEW TRICKS!

Y-YOUR SPEED... IT IS IMPOSSIBLE!

WHEN WE FOUGHT BEFORE, YOU WERE SWIFT... BUT NOTHING LIKE THIS! IT CAN'T END SO SUDDENLY! I-I BESTED YOU ONCE AND =MMRUMPH=

I CAN'T DENY IT, TARANTULA. YOU MADE ME LOOK LIKE A JERK A COUPLE OF TIMES.

THE ONLY THING I CAN FIGURE IS THAT YOU MUST HAVE CAUGHT ME ON A COUPLE OF OFF DAYS. A SECOND-RATER LIKE YOU SHOULDN'T HAVE BEEN ABLE TO LAY A FINGER ON ME!

BDAM BDAM

WHAT?! GUNFIRE!

IT CAME FROM THE DOCKS! BUT THAT'S WHERE URICH AND NORTON WERE--!

OH, NO!

DROP THAT GUN, MISTER-- OR YOU'LL BE EATING IT!

EASE OFF, SPIDER-MAN! IT'S NOT HOW IT LOOKS! THE CREEP WITH THE BIG HONKER FIRED FIRST!

YEAH, AND THE OTHER FELLA ISN'T EVEN SCRATCHED!

=KOFF-KOFF= I'M... OKAY. DROPPED TO THE PIER WHEN THE SHOOTING STARTED. =KOFF=

ALL... HAPPENED SO FAST! =KOFF=

LORD... I GOTTA QUIT SMOKING.

IT'S STILL YOUR WORD ABOUT WHO FIRED FIRST, QUICKDRAW! WHY SHOULD I--? EH?

DIG THE LEGAL STUFF, MR. WEBS!

WE'RE FULLY LICENSED PRIVATE INVESTIGATORS, SPIDER-MAN. I HAD TO SHOOT FIRST...

...BUT I WISH I HADN'T HAD TO. WE'VE BEEN LOOKING FOR MR. NORTON FOR SOME TIME. AMONG OTHER THINGS, THE MAN WAS A FENCE--SELLING STOLEN GOODS.

HE'D RECENTLY COME INTO POSSESSION OF SOME INDUSTRIAL SECRETS WHICH BELONGED TO OUR EMPLOYER-- THE BRAND CORPORATION.

RUMOR HAD IT THAT SOME THIRD WORLD GROUP WANTED THE PAPERS. THAT'S PROBABLY HOW THE TARANTULA FIGURED IN.

NOW WE MAY NEVER KNOW WHERE NORTON HID THE SECRETS. TOO BAD.

TOO BAD? SOUNDS MORE LIKE IT'S A LITTLE TOO CONVENIENT TO ME!

KAFF-KAKK

THIS MAN'S STILL ALIVE! SOMEBODY CALL AN AMBULANCE!

HOLD ON, NOSE! IF YOU WERE SET UP BY THESE CREEPS, I'LL HANG 'EM FOR IT!

CALL THE COPS WHILE YOU'RE AT IT! THEY'LL WANT TO TAKE THE TARANTULA--!

THE TARANTULA? HOLEE--!

IN AN INSTANT, SPIDER-MAN COVERS THE DISTANCE TO THE SCOW, BUT...

GONE! THAT'S A LITTLE, TOO CONVENIENT, TOO!

THERE'S A LOT MORE BESIDES GARBAGE HERE THAT SMELLS!

BUT I HEAR SIRENS IN THE DISTANCE... WHICH MEANS THAT SPIDER-MAN SHOULD DO A FAST FADE!

AND PETER PARKER HAD BETTER MAKE AN APPEARANCE--

--BEFORE BEN URICH STARTS TO WONDER WHAT HAPPENED TO HIM!

LOOKS LIKE MY AUTOMATIC CAMERA EXPENDED AN ENTIRE ROLL. THAT COULD BE VERY GOOD!

AND SO, MINUTES LATER...

BEN! HEY, BEN!

WHERE THE DEVIL HAVE YOU BEEN, PARKER?

YOU MAY NOT BELIEVE THIS, BUT I JUST HOPPED DOWN OFF A ROOFTOP--

--WITH MY TRUSTY CAMERA.

CAMERA?

SAY, YOU WOULDN'T HAPPEN TO HAVE ANY SHOTS WHICH SHOW OUR DETECTIVE FRIENDS SHOOTING FIRST, WOULD YOU?

DON'T KNOW... BUT LET'S FIND OUT!

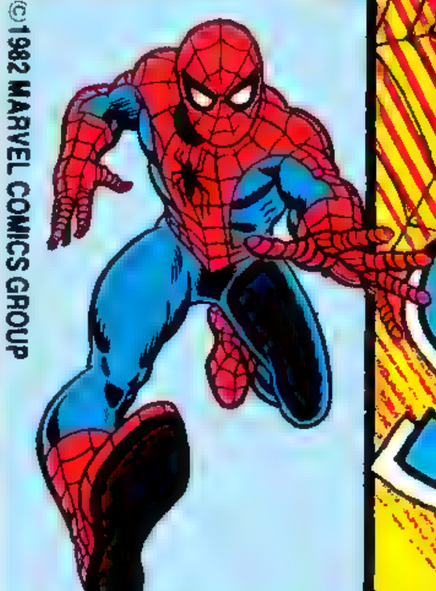
MORE DEVELOPMENTS NEXT ISSUE!!

60¢ | 234 NOV 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP



TM

the AMAZING SPIDER-MAN®

vs. WILL-O'-THE-WISP!

J.R. JR. + MILGROM

SPECIAL FEATURE! 16 PAGE BONUS INSERT
THE MARVEL COMICS GUIDE TO COLLECTING COMICS!

TWILIGHT...

BRAND CORPORATION BOSTON

KRINK KRINK

ATTENTION! THIS IS AN AMBER ALERT! WE HAVE A SECURITY BREACH AT THE SOUTH GATE!

JENKINS, THAT'S YOUR SECTOR... WHAT'S GOING ON OUT THERE?

JENKINS?

JENKINS... ACKNOWLEDGE!

AH... AH...

THE FIGURE SPEAKS NOT A WORD, BUT WHEN HE POINTS BACK TOWARD THE OPEN GATE, BOTH GUARD AND BEAST OBEDIENTLY SLINK AWAY...

AT THE FACTORY'S MAIN ENTRANCE, THE DOORS ARE LOCKED FOR THE DAY.

BUT NO DOOR CAN STOP THIS MAN...

...IF MAN HE STILL BE!

NOW SHALL WILL-O'-THE-WISP HAVE HIS REVENGE!

THE SECOND GUARD DOES HIS BEST TO REPEL THE INTRUDER--

--BUT BULLETS MEAN NOTHING TO A MAN WHO CAN WALK THROUGH WALLS!

A Stan Lee PRESENTATION BY:

ROGER STERN
PLOTTER & SCRIPTER

JOHN ROMITA JR. & DAN GREEN
ARTISTS

JOE ROSEN
LETTERER

BOB SHAREN
COLORIST

TOM DEFALCO
EDITOR

JIM SHOOTER
THE LIGHT OF TRUTH

STUMBLING TO THE FLOOR, THE TERRIFIED SENTRY BLINKS IN DISBELIEF AS THE GLOWING MAN BECOMES A PULSING BALL OF LIGHT!

MY GRIEVANCES ARE NOT WITH YOU, UNDERLING... NOR WITH YOUR FELLOWS!

I WILL ALLOW YOU ALL TO LIVE, IF YOU FLEE NOW!

GET EVERYONE OUT... BEFORE I LEVEL THIS PLACE!

EVACU-ALARM

HE WASN'T KIDDING!

...I THINK HE CAN DO IT!

AROO-AROO-AROO-AROO

IN LESS THAN A MINUTE, THE SMALL CREW OF GUARDS IS OUT OF THE COMPLEX.

WHILE, DEEP INSIDE...

THE CENTRAL UTILITIES CORE! YES, THIS WILL DO PERFECTLY!

HIGH VOLTAGE

FOR YEARS, I WARNED THEM AGAINST RUNNING NATURAL GAS LINES IN SUCH CLOSE PROXIMITY TO THE HIGH VOLTAGE TERMINALS!

BUT THEY WOULDN'T LISTEN...

...THEY NEVER LISTENED!

HIGH

KAKAOOM!

GOOD LORD A'MIGHTY!

THANK GOD, EVERYBODY GOT OUT! ANYBODY CAUGHT IN THERE'D BE AS GOOD AS DEAD!

HEY...WHAT'S THAT?

THIS IS ONLY THE BEGINNING, LITTLE MEN...

...ONLY THE BEGINNING!

AT THAT MOMENT, ON THE SEVENTEENTH FLOOR OF A MIDTOWN MANHATTAN SKYSCRAPER--

DAILY BUGLE

--IN THE DARKROOM OF THE DAILY BUGLE.

SUGAR

THAT'S IT, PARKER? THAT'S ALL OF 'EM?

I WAS HOPING YOU'D CAUGHT SOME SHOTS OF THE BRAND CORPORATION DETECTIVES GUNNING DOWN NOSE NORTON!*

I'D HAVE SWORN THEY SHOT FIRST!

SORRY TO DISAPPOINT YOU, URICH.

*IT HAPPENED LAST ISSUE, REMEMBER?

ALL I GOT WERE PIX OF SPIDER-MAN SAVING NORTON FROM THE TARANTULA.

TOO BAD, I HAD THE GUT FEELING THAT THOSE BRAND BOYS WEREN'T EXACTLY KOSHER, BUT WITHOUT PROOF...WELL...

AT LEAST YOU GOT SOME CRIME PIX OUT OF THE DEAL. YA OUGHTTA WATCH YOUR FOCUS THOUGH, PETE!

I'M LUCKY THE PHOTOS ARE AS CLEAR AS THEY ARE... CONSIDERING THEY WERE TAKEN WITH MY AUTOMATIC CAMERA--

--WHILE I WAS IN THE THICK OF THINGS AS SPIDER-MAN!

UH...I'LL TRY TO CHECK MY *F*-STOPS BETTER, BEN! THANKS.

DON'T MENTION IT, PARKER! SEE YOU 'ROUND!

HEY, ROBBIE, GOT A MINUTE?

I SUPPOSE SO, PETER--

--YOU HAVE ANYTHING FOR ME?

JOE ROBERTSON

MANAGING EDITOR

JUST SOME PIX THAT'LL KNOCK YOUR SOCKS OFF!

MOMENTS LATER, AFTER THE PHOTOS HAVE BEEN SENT TO THE COMPOSING ROOM...

GOOD STUFF, PETER--IF A TRIFLE OUT-OF-FOCUS! TOO BAD THE TARANTULA GAVE SPIDER-MAN THE SLIP!

YEAH, AND NORTON'S IN A COMA AT BELLEVUE! I KNOW HE HAD INFORMATION THAT YOU AND NED LEEDS NEEDED...

...JUST WHAT *IS* THE SCOOP ON THAT? I MEAN, TIGHTWAD JAMESON OFFERED A $1500 BONUS TO ANY OF US WHO COULD DELIVER NORTON TO THE OFFICE!

COPIES 25¢ EACH

ROBBIE!

WHAT IS IT, NED?

SOMEBODY JUST BLEW YOU-KNOW-WHO'S BRANCH TO KINGDOM COME.

THIS COULD AFFECT OUR STORY!

I AGREE! WE'LL DISCUSS THIS IN MY OFFICE!

NED? WHAT ABOUT DINNER?

GO ON WITHOUT ME, HONEY! THIS COULD TAKE AWHILE!

;SIGH; LOOKS LIKE IT'S GOING TO BE ANOTHER ONE OF THOSE NIGHTS!
YOU AND NED AREN'T STILL HAVING PROBLEMS ...ARE YOU, BETTY?
OH, NOT LIKE WE WERE!
BUT I SOMETIMES THINK THAT IF I WASN'T ROBBIE'S SECRETARY--
--I'D NEVER SEE MY HUSBAND AT ALL!
AND THIS BIG, TOP-SECRET STORY OF THEIRS ISN'T HELPING THINGS! YOU KNOW, NED WON'T EVEN TELL *ME* WHAT IT'S ALL ABOUT!
WELL, JUST HANG TOUGH, BETTS! THE STORY CAN'T LAST FOREVER!
I'LL TRY TO REMEMBER THAT, PETER. GOOD NIGHT!
GOOD NIGHT, KIDDO!
WE REALLY HAVE TO STOP MEETING LIKE THIS, HANDSOME!
HUH?
I...I BEG YOUR PARDON?
YOU *ARE* PETER PARKER, AREN'T YOU?
I'M AMY POWELL, AND I'VE ADMIRED YOUR PHOTOGRAPHY FOR AGES! I'D LOVE TO GET TO KNOW YOU BETTER!
YOU HAVE? YOU WOULD?
THAT'S...AH...VERY FLATTERING, MISS! BUT...UH...I HAVE TO RUN NOW!
WHAT? B-BUT...
...BUT I'VE BEEN WAITING AROUND JUST TO MEET YOU!
MAYBE SOME OTHER TIME?
WELL, THAT REACTION WAS A SURPRISE! THIS COULD BE QUITE A CHALLENGE!
PERHAPS, IF I TAKE ANOTHER ELEVATOR, I CAN HEAD HIM OFF DOWNSTAIRS!
*BUT, AS THE LADY TURNS AWAY, SHE FAILS TO NOTICE THAT PETER'S ELEVATOR IS HEADED **UP**!*

SHORTLY, ON THE 46TH FLOOR...

PING

AH, THERE'S NOTHING QUITE LIKE A GOOD $20 HAVANA!

WELL, WELL! J. JONAH JAMESON, AS I LIVE AND BREATHE!

WHAT'S NEW, BRUSHTOP?

YOU!

YOU MASKED MENACE! WHAT WERE YOU DOING IN MY PRIVATE ELEVATOR?

WHY, I'LL--!

JUST LOOKING FOR THE NEAREST EXIT!

NO, DON'T BOTHER! I'LL FIND IT MY-SELF!

TOODLE-OO, J. J.! DON'TCHA GO PUBLISHING ANY BAAAD OL' STORIES!

YOU CAN'T FOOL ME! I KNOW YOU'RE UP TO NO GOOD!

I'LL HAVE EVERY INCH OF THAT ELE-VATOR CHECKED FOR SABOTAGE! I'LL CALL OUT THE BOMB SQUAD--

--THE F.B.I.! THE MARINES! I'LL... I'LL... *OH, NO!*

MY HAVANA!

HEH! I'M SUCH A STINKER!

STILL, THERE'S NOTHING LIKE RAZZ-ING OL' JAMESON AND TAKING A SWING AROUND TOWN TO CLEAR MY HEAD!

THE OL' NOGGIN COULD USE SOME RELIEF!

WHY DID I GIVE THAT FINE-LOOKIN' LADY THE COLD SHOULDER? IT'S NOT EVERY DAY A CUTIE LIKE HER EXPRESSES INTEREST IN PLAIN OL' PETER PARKER!

MINUTES LATER, RETURNING TO HIS CHELSEA APARTMENT...

WHAT'S WRONG WITH ME LATELY?

GUESS I'M STILL HUNG UP OVER THE DEATH OF THE BLACK CAT!

I HARDLY KNEW HER, BUT SHE ATTRACTED ME LIKE NOBODY HAS SINCE MARY JANE WATSON...OR GWEN!

IN SOME WAYS SHE REMINDED ME OF BOTH OF THEM!

YEAH, BUT IT NEVER WOULD HAVE WORKED OUT. SHE COULD NEVER HAVE GIVEN UP HER LIFE OF CRIME!

"LIFE OF CRIME"? BOY, THAT SOUNDS LIKE SOMETHING OUT OF AN OLD CAGNEY MOVIE!

I'D BETTER STOP IT BEFORE I GET TOTALLY MAUDLIN!

MAYBE A SPOT OF DINNER WILL CHEER ME UP!

THEN AGAIN, MAYBE NOT!

DANDY! I HAVEN'T EATEN ALL DAY, AND THE FRIDGE IS PRACTICALLY EMPTY!

KNOK KNOK

EH? NOW WHAT?

KNOK KNOK KNOK

ALL RIGHT! I'M COMING!

SO HELP ME, IF THIS IS A SALESMAN--!

HELLO, NEIGHBOR!

OH...MISTER PINCUS! WHAT CAN I DO FOR YOU?

WELL, I'M TELLING YOU, I'M IN THE MIDDLE OF DEFROSTING MY REFRIGERATOR--

--AND I WAS WONDERING IF YOU COULD USE A NICE BRISKET, A DOZEN EGGS, AND HALF A BOSTON CREAM PIE?

WELL, AH... YES!

LARGE GRADE A EGGS

AND, WHILE PETER PARKER CONTEMPLATES DINNER--

--ELSEWHERE IN THE CITY, THE KILLER KNOWN AS TARANTULA PONDERS HIS RECENT DEFEAT...

...THROUGH A FOG OF PAIN.

DIOS! HALF OF MY RIBS MUST BE CRACKED! I SADLY UNDERESTIMATED SPIDER-MAN!

QUE? WHO COMES?

NO NEED FOR THE GUN, TARANTULA! "MR. SMITH" SENT US!

MY APOLOGIES, SENOR... OLD HABITS DIE HARD!

NO DOUBT!

DOCTOR, YOU'D BETTER ATTEND TO HIM!

I... REGRET MY FAILURE TO KILL NOSE NORTON, SENOR.

QUITE ALL RIGHT! NORTON HAS BEEN TAKEN CARE OF!

I WOULD HAVE FULFILLED MY CONTRACT, WERE IT NOT FOR SPIDER-MAN!

SPIDER-MAN *HAS* BEEN SOMETHING OF A PROBLEM! HOW WOULD YOU LIKE US TO HELP YOU ELIMINATE HIM?

÷OWW÷ YOU THINK YOU CAN GIVE ME THE POWER TO BEAT SPIDER-MAN?

MISTER, WE CAN GIVE YOU THE POWER TO *BE* SPIDER-MAN!

MORNING BRINGS AN UNCOMMONLY CLEAR AND PLEASANT DAY TO MANHATTAN...

...BUT EVEN THE NICEST WEATHER CAN'T BRIGHTEN THE WORLD FOR SOME NEW YORKERS!

@xx!☆%#@!! YANKEES!

WHEN'LL THEY EVER LEARN?!

THWAP

AH, THE MORNING PAPER--RIGHT ON TIME!

I CAN'T WAIT TO FIND OUT WHAT "DOONESBURY" AND "JOHN DARLING" ARE UP TO TODAY!

BUT FIRST, LET'S SEE HOW MY PHOTOS PRINTED...

WHAT THE HEY--? THE TARANTULA STORY'S BEEN CROWDED OFF PAGE ONE!

BLAST IN BOSTON

"AT 5:45PM EST, THE BOSTON RESEARCH FACILITY OF THE BRAND CORPORATION WAS LEVELED BY AN EXPLOSION OF DEVASTATING FORCE..."

THIS MUST BE WHAT LEEDS WAS SO EXCITED ABOUT LAST NIGHT.

THE BRAND CORPORATION, EH? THAT NAME KEEPS POPPING UP, EVERY TIME I TURN OVER A ROCK THESE DAYS!

SOMETHING'S DEFINITELY ROTTEN AT BRAND, BUT I'VE KNOWN THAT--

--EVER SINCE MY LAST RUN-IN WITH *KILLER SHRIKE!*

"SHRIKE HAD KIDNAPPED JAMESON'S LADY--DR. MARLA MADISON--AND SPIRITED HER OFF TO A BRAND PLANT IN JERSEY!

"THAT'S WHERE I FOUND OUT THAT SHRIKEY HAD WORKED FOR A BRAND BIGWIG NAMED JAMES MELVIN... A GUY WHO WAS NONE TOO HAPPY TO SEE US!

"MELVIN SICCED A SMALL ARMY ON ME, BUT THAT DIDN'T GIVE ME TOO MUCH TROUBLE!

"THE CRAZY THING WAS THAT SHRIKE HADN'T REALLY WANTED TO SNATCH DR. MADISON--

"--HIS BATTLE-SUIT HAD BEEN TAKEN OVER BY THE MYSTERIOUS *WILL-O'-THE-WISP!* THE DOC AND I MANAGED TO PULL THE WISP BACK TOGETHER...

"...BUT THEN HE MESMERIZED DR. MADISON WITH THAT WEIRD LIGHT OF HIS, AND BLEW THE FACTORY SKY-HIGH!*"

*IT ALL HAPPENED IN SPECTACULAR SPIDER-MAN #57!

AS FAR AS I KNOW, DOC MADISON HAS ONLY THE VAGUEST MEMORIES OF THAT NIGHT! OTHERWISE, I MIGHT BE A BIG HERO IN HER EYES!

FUNNY THING... THE WISP CLAIMED TO HAVE GOTTEN HIS POWERS IN THE PLANT HE DESTROYED! AND NOW, ANOTHER BRAND FACTORY HAS GONE UP IN FLAMES!

SOUNDS LIKE MORE OF THE WISP'S HANDIWORK ... BUT WHY'D HE DO IT?

SLIPPING INTO HIS STREET CLOTHES, PETER ONCE AGAIN ENTERS THE HALLS OF EMPIRE STATE UNIVERSITY!

THIS BRAND THING IS MORE OF A PUZZLE THAN MOST OF MY LAB WORK! IF I COULD FIGURE OUT WHAT'S GOING ON--

--I KNOW I COULD CONCENTRATE BETTER ON MY STUDIES! *HOW* IS THE QUESTION! I CAN'T JUST BARGE INTO A BRAND OFFICE AND START ASKING QUESTIONS.

HEY, PARTNER! HOLD ON FOR HOCHBERG!

'MORNING, ROG! WHAT'S THE GOOD WORD?

WELL, I'VE TABULATED THE DATA ON OUR LAST EXPERIMENT, AND ALL THE RESULTS WERE POSITIVE-- JUST LIKE YOU'D PREDICTED!

GREAT! STICK WITH ME, HOCH, AND WE'LL MAKE BIO-PHYSICS HISTORY.

I'D SETTLE FOR A LUCRATIVE CONSULTING JOB AT SOME PLACE LIKE CTE OR BRAND! SPEAKING OF BRAND, DID YOU HEAR ABOUT THE BIG BOSTON EXPLOSION?

I WONDER IF THAT'LL SCREW UP THEIR INTERN PROGRAM?

HUH?!? WHAT INTERN PROGRAM?

GRADS & POST DOCS! INTERVIEW FOR SUMMER INTERNSHIP PROGRAM - BRAND CORP. -

THAT ONE!

HOCHBERG, YOU'RE A WALKING, TALKING GODSEND!

I AM? HEY, WHERE'RE YOU GOING?

TO SEE A MAN ABOUT AN INTERVIEW!

LATER THAT AFTERNOON, AT THE SPRAWLING BRAND COMPLEX IN JAMAICA, QUEENS--

--PETER PARKER ARRIVES, AND BEGINS TO HAVE SECOND THOUGHTS.

IT'S BIGGER THAN I'D IMAGINED! CHECKING THIS COMPLEX FOR LATENT CORRUPTION COULD TAKE WEEKS!

STILL, I HAVE TO START SOMEWHERE... AND IT'S EASIER TO WALK IN AS A GRAD STUDENT, THAN AS SPIDER-MAN!

MY NAME'S PARKER! I CALLED ABOUT AN INTERVIEW?

OH, YES! JUST SIGN IN HERE, AND REPORT TO ROOM 2715!

MAN, I'VE NEVER SEEN SO MANY GUARDS!

I KNOW BRAND DOES A LOT OF TOP-SECRET GOVERNMENT WORK, BUT THERE'S A SMALL ARMY IN THE RECEPTION AREA ALONE!

I'D HAD HOPES OF SNOOPING AROUND AND FINDING SOMETHING--ANYTHING--THAT WOULD GET ME TO THE BOTTOM OF THIS MESS!

BUT THAT'S STARTING TO LOOK NEXT TO IMPOSSIBLE!

HELLO! I RECOGNIZE THAT PAUNCHY PROFILE...

"...IT'S JAMES MELVIN! IF HE'S STILL ON THE PAYROLL HERE, THEN THERE HAS TO BE SOME DIRTY WORK GOING DOWN IN CLOSE PROXIMITY!"

AND MELVIN SHOULD LEAD ME RIGHT TO IT!

AH, YES... I THOUGHT I HAD A SPIDER-TRACER IN THAT POCKET!

IF I CAN PLANT IT ON HIM, I'LL BE ABLE TO FOLLOW HIM ANYWHERE! LET'S SEE, HE'S ABOUT THIRTY FEET AWAY, WHICH MEANS I NEED TO LOB IT LIKE--

--SO! RIGHT IN THE OLD CORNER POCKET! OKAY, MELVIN... IT'S ALL UP TO YOU NOW!

BUT...

NUTS! IT FIGURES THAT HE'D HANG OUT IN A HIGH SECURITY ZONE! HOW DO I TAIL HIM NOW?

HIGH SECURITY NO TRESPASSING!!

NO UNAUTHORIZED PERSONNEL PAST THIS POINT. BRAND

THE AIR VENTS!

I WON'T TIP OFF ANY GUARDS IF I TAG ALONG THROUGH THE DUCT-WORK!

AND I HAVE A PRETTY GOOD IDEA WHERE I CAN GO TO GAIN ENTRY!

REST ROOMS

MEN

HEY, THE PLACE IS DESERTED! THIS'LL NEVER HAPPEN AGAIN!

STILL I CAN'T GO LEAVING MY WALLET AND STREET CLOTHES IN HERE, WHERE JUST ANYONE CAN FIND THEM!

SO, IT'S BEST THAT I DO MY QUICK-CHANGE BIT UP HERE...

...ABOVE THE SUSPENDED CEILING!

THEN, AFTER SLIPPING THE CEILING TILE BACK INTO PLACE...

AH, THERE'S MY GATEWAY TO THE AIR DUCTS.

LET'S SEE... WEB-SHOOTERS ARE LOADED WITH FRESH CARTRIDGES OF WEB-FLUID... AND THERE'S A NEW ROLL OF FILM IN MY BELT'S MINI-CAMERA...

...LOOKS LIKE I'M ALL SET!

TIME TO SEE WHAT KIND OF DIRT I CAN DIG UP!

YE-E-EAH! THE OL' SPIDER-SENSE IS PICKING UP THE FAINT ELECTRICAL IMPULSES FROM THE TRACER I PLANTED ON MELVIN!

I JUST HAVE TO GO WHERE THE SENSORY "BUZZ" IS MOST INTENSE, AND I'LL FIND MY MAN!

SHORTLY...

OOPS! DEAD END...

...BUT *WHAT* A DEAD END! THAT'S ONE OF THE MOST SOPHISTICATED LAB SET-UPS I'VE EVER SEEN!

ONLY THING... THERE'S NOBODY HERE BUT THAT GUY IN THE LAB COAT! WHERE'S MELVIN?

AH, SPEAK OF THE DEVIL--!

IS EVERY-THING READY, DR. FENTON?

ALL SYSTEMS GO, MR. MELVIN! I *AM* A LITTLE UNEASY, THOUGH, ABOUT RESUMING THE SPECIAL POWERS PROGRAM!

"SPECIAL POWERS PRO-GRAM"?

UNDERSTANDABLE, FENTON, BUT WE HAVE NO CHOICE!

OUR PREVIOUS SUPER-OPERATIVES HAVE BEEN IN-CARCERATED! WE DESPERATELY NEED A NEW AGENT!

YOU'RE RIGHT, I SUPPOSE! BUT WHAT ABOUT THIS WILL-O'-THE-WISP PERSON? HE APPARENTLY SURVIVED THE BOSTON EXPLOSION--

--AND HE SEEMS TO STRIKE AT OUR COVERT OPERATIONS CENTERS! IF HE SHOULD COME HERE--!

DON'T WORRY, DOCTOR! IF HE SHOWS HIS FACE AROUND HERE, HE'LL WISH HE HADN'T!

WELL, THAT SOUNDS OMINOUS--

--BUT IT ALSO SOUNDS LIKE I'VE HIT PAY DIRT!

SOUNDS KIND OF FAR-FETCHED--

MELVIN MUST MANUFACTURE HIS OWN SUPER-GOONS TO ORDER!

"--BUT ALL THAT GEAR ISN'T FOR SHOW! JAMESON OUGHT TO PAY PLENTY FOR *THESE* PIX! THEY'RE EVEN IN FOCUS!"

KLIK

WHAT THE--?! *TARANTULA!* SO HE'S TIED IN WITH BRAND!

THIS GETS JUICIER BY THE SECOND!

I SEE OUR SUBJECT HAS ARRIVED! HAVE THE PRELIMINARY TESTS BEEN TAKEN?

YES, SIR! BUT I REALLY MUST PROTEST THE HASTE OF THIS SPECIAL POWERS TREATMENT!

THE TARANTULA'S RIBS SHOULD BE ALLOWED TO FULLY HEAL FIRST! THE PAIN OF THE POWER TRANSFER--!

BAH, THERE IS NO NEED TO WAIT! THE TARANTULA HAS WITHSTOOD GREAT PAIN MANY TIMES!

GIVE ME THE POWER, AND I SHALL BE YOUR GREATEST AGENT!

YES, I BELIEVE YOU SHALL!

PROCEED, DOCTOR.

VERY WELL...

...BUT REMEMBER, THE REPLICANT SPIDER-SERUM HAS NOT BEEN FULLY TESTED!

PSSST

MAKE SURE THAT LIFE-SUPPORT HARNESS IS SECURELY FASTENED, DOBBS!

IT IS ABSOLUTELY VITAL THAT HE RECEIVE THE PROPER OXYGEN-NITROGEN MIXTURE WHILE IN THE ELECTROLYTE BATH!

CHECK! OTHERWISE WE'D GET A DEAD TARANTULA INSTEAD OF A SECOND SPIDER-MAN!

SAY *WHAT?!?*

DO THEY HONESTLY THINK THEY CAN SOUP-UP TARANTULA WITH POWERS LIKE MINE?!

I THINK THEY DO! WHO KNOWS... MAYBE THEY CAN!

WHETHER THEY CAN OR NOT, IS BESIDE THE POINT!

KLIK-BZZ-KLIK

ONE SPIDER-MAN IN THIS WORLD IS ENOUGH!

KTANG

HEY, LARD-BUCKET! THAT'S NOT THE WAY TO MAKE A SPIDER-MAN!

÷?!?÷

I OUGHTTA KNOW!

THWAP

SECURITY! CODE RED! CODE-- HUH?!

WHAT WAS THAT, MR. MELVIN? YOUR VOICE SOUNDED MUFFLED!

OH, IT *WAS!* IT *WAS* MUFFLED!

HEY, MELVIN, YOU CALL *THIS* "SECURITY"? THEY'RE NO FUN...

...THEY FALL RIGHT OVER!

BY THE BY, I HOPE MY WEBBING UP YOUR DOOR DOESN'T ANNOY YOU! IT'S JUST THAT I'D LIKE TO KEEP THIS A PRIVATE PARTY!

BUT, AT THAT MOMENT...

EH? MY SPIDER-SENSE IS BUZZING DOUBLE-TIME... FEELS LIKE SOMETHING'S COMING IN FROM HIGH AND OUTSIDE!

OMIGOSH! NOT HIM... NOT *NOW!*

REVENGE!

ALL OF THESE INFERNAL DEVICES MUST BE DESTROYED!

CHA-POOM

CHA-POOM

DEEP IN THE ELECTROLYTIC BATH, TARANTULA IS BUFFETED BY A SERIES OF SUDDEN POWER DISCHARGES...

WHOA! WISP! HOLD IT!

DON'T GO BREAKING THINGS JUST YET, OR YOU'LL BLOW THE WHOLE--

--BIT!

DO NOT TRY TO STOP ME, SPIDER-MAN! EVERYTHING MUST BE RAZED!

CHA-PAM

LOOK, THERE'S MORE GOING ON HERE THAN YOU REALIZE! I DON'T WANT TO FIGHT YOU, BUT IF YOU WON'T LISTEN--!

NUTS! I CAN'T STOP HIM THIS WAY-- NOT AS LONG AS HE CAN DIFFUSE HIS MOLECULES! WHAT A WEIRD POWER!

I KNOW ALL THAT I NEED TO ABOUT THIS DEN OF THIEVES!

BOP

HE'S FASTER THAN EVER! EVEN WITH MY SPIDER-SENSE EARLY-WARNING--

--I WAS JUST BARELY ABLE TO ROLL WITH THAT PUNCH!

BUT WISPY DOESN'T KNOW THAT! HE DOESN'T KNOW I CAN SENSE HIM COMING AROUND FOR ANOTHER SHOT!

SHOOOM

AND THAT'S ALL THE ADVANTAGE I NEED!

HE...HE'S GONE! WILL-O'-THE-WISP JUST... BLEW APART!

I DON'T BELIEVE THAT FOR A MOMENT!

HE MUST HAVE SEEPED INTO THE WALLS -- WHICH MEANS THAT HE'LL COME FLYING OUT AT ME ANY SECOND!

BUT HE'LL HAVE TO TURN SOLID LONG ENOUGH TO HIT ME!

I HAVE TO BE READY TO HIT BACK AT THAT PRECISE INSTANT!

HAVE TO CONCENTRATE... IGNORE EVERYTHING BUT MY SPIDER-SENSE...

...AND THEN--

--LET 'IM HAVE IT!

KROOM

YOU OKAY, WISP?

I PULLED MY PUNCH AS MUCH AS I DARED!

UNNGH! WHA--?

"PULLED HIS PUNCH"?! THAT IDIOT!!

FENTON... BREAK OUT THAT MAGNO-PULSER, ON THE DOUBLE!

HERE YOU ARE, SIR!

BUT... ARE YOU SURE IT'LL WORK?

IF IT DOESN'T, HEADS WILL ROLL!

UH-OH! SOMETHING'S UP!

PULL YOURSELF TOGETHER, WISP! WE HAVE TO BE READY TO MOVE FAST!

WISP!

GAAAHH!!

YOU LOUSY--! IF YOU'VE DONE THAT CRAZY, MIXED-UP GUY ANY PERMANENT HARM--

--I'LL BE BACK TO DO MORE THAN JUST SLAP YOU SILLY!

WISP, ARE YOU--?

I LIVE, NO THANKS TO YOU! HOW MANY PIECES OF SILVER DID BRAND PAY YOU?

YOU'VE GOT ME ALL WRONG, WISP! I--!

OW!

THAT SENSORY BUZZ IS ALMOST PAINFUL! SOMETHING AWFUL IS HAPPENING! BUT WHAT--?

C'MON, WISP! YOU MAY HURT NOW, BUT IF WE STICK AROUND DOWN THERE IT'LL ONLY GET WORSE... FOR BOTH OF US!

TRUST ME!

NO SOONER HAVE THE TWO COSTUMED MEN REACHED THE UPPER LEVEL--

--THAN THE ELECTRO-LYTE TANK BEGINS TO SMOKE AND CHURN AND...

WHOOM

GOOD LORD!

FOR THE TARANTULA, THE PAIN IS GONE...

...BUT THE AGONY IS JUST BEGINNING!

NEXT ISSUE:
LOOK OUT, THERE'S A MONSTER COMING!

MARVEL® COMICS GROUP
60¢
235
DEC
02457

THE INCREDIBLE HULK
JOINS SPIDER-MAN AND HIS AMAZING FRIENDS ON NBC
SATURDAY, SEPT. 11th

©1982 MARVEL COMICS GROUP

TM

the AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

FEATURING: THE ORIGIN OF WILL-O'-THE-WISP!

PLUS: THE DEADLY NEW TARANTULA!

J.R.JR.+ MILGROM

MONSTERS!

LOOK OUT THERE'S A MONSTER COMING!

STARRING THE AMAZING SPIDER-MAN!

THERE'S SOMETHING ROTTEN AT THE BRAND CORPORATION.

HOPING TO FIND OUT WHAT, SPIDER-MAN CAME HERE TO BRAND'S JAMAICA, QUEENS RESEARCH CENTER TO DO A LITTLE SNOOPING.

HERE HE FOUND BRAND SCIENTISTS TRYING TO GIVE THE VILLAINOUS TARANTULA POWERS MUCH LIKE HIS OWN.

NATURALLY, SPIDER-MAN STEPPED IN TO STOP THEM.

BUT THEN, THE MYSTERY MAN KNOWN AS WILL-O'-THE-WISP ENTERED THE SCENE, DISRUPTING EVERYTHING...

...PARTICULARLY, THE TARANTULA!

ROGER STERN WRITER / JOHN ROMITA JR. & FRANK GIACOIA ARTISTS / DIANA ALBERS LETTERER / GLYNIS WEIN COLORIST / TOM DE FALCO EDITOR / JIM SHOOTER BOSS-MAN / STAN LEE PRESENTER EMERITUS

DO ME A FAVOR AND SIT THIS ONE OUT, WISP! YOU'VE DONE ENOUGH HARM ALREADY!

MORE THAN ENOUGH! I DOUBT THAT TARANTULA WOULD HAVE TURNED INTO THIS FRIGHT-NIGHT REJECT IF YOU HADN'T MUCKED WITH THE MACHINERY!

NO REPLY... I GUESS WISPY'S STILL ZONKED FROM THE ZAPPING THE BRAND BOYS GAVE HIM! JUST AS WELL-- I'D HAVE MY HANDS FULL IF I HAD TO HANDLE HIM AND--

--TARANTULA!

SPIDER-MAN! I WILL KILL YOU FOR WHAT YOU'VE DONE TO ME!

OH, FINE! HE BLAMES *ME!* FIGURES!

UH-OH! THERE'S THAT BUZZING IN MY HEAD AGAIN! EITHER I'M GETTING A MIGRAINE--

"--OR MY SPIDER-SENSE IS WARNING ME OF DANGER!"

KRAK

WOW! THAT TREATMENT MADE TARANTULA MORE THAN JUST UGLY! HE'S NOW AS STRONG AS I AM!

I WONDER IF HE HAS A SPIDER-SENSE, TOO? ONLY ONE WAY TO FIND OUT--

--AND THAT'S TO GO ON THE OFFENSIVE!

HEY, BIG-AND-UGLY! COME ON DOWN AND GET ME... I DARES YA!

MUY BUENO! WE SHALL SETTLE THIS HAND-TO-HAND!

HAND-TO-HAND?! HEY, IS *THAT* FAIR? YOU HAVE A DISTINCT ADVANTAGE IN THE LIMBS DEPARTMENT!

THWIP

ALL I HAVE AS AN EQUALIZER IS MY WEBBING AND A FEW HUNDRED POUNDS OF DEBRIS!

WHUNK

YOU... YOU... YOU HAVE MOCKED ME FOR THE LAST TIME, SPIDER-MAN!

THE LAST TIME!

CHOOM

I WILL CRUSH YOU LIKE... *EH?*

WHERE HAS HE GONE?!

WELL, I GUESS THAT PRETTY WELL ESTABLISHES A LACK OF SPIDER-SENSE! OTHERWISE, TARANTULA WOULD HAVE SENSED ME UP HERE!

STILL, THOSE BIG EYES OF HIS WILL PROBABLY SPOT ME--

--UNLESS I COME IN FROM HIGH AND BEHIND HIM!

NOT EXACTLY SPORTING, BUT THIS IS NO GAME!

GYAAA!

MEANWHILE HIGH ABOVE THE THEATER OF COMBAT...

MR. MELVIN, LOOK! THE WISP IS STILL DAZED FROM THE MAGNO-PULSER YOU USED ON HIM!

I HAVE EYES, FENTON! COME ON-- I WANT HIM UNDER LOCK AND KEY!

*LAST ISSUE!

SIR, THIS MAY SOUND STRANGE... BUT THERE'S SOMETHING ALMOST FAMILIAR ABOUT HIM!

DON'T BE ABSURD, FENTON! THIS CREATURE IS OBVIOUSLY AN AGENT OF ONE OF OUR COMPETITORS!

IF WE CAN CREATE SUPER-OPERATIVES, SURELY SOME OF THEM CAN AS WELL!

UH... MR. MELVIN?

UNHAND...

...ME!!

TRANSFORMING HIMSELF INTO A BALL OF GLOWING MOLECULAR PARTICLES, THE REVIVING WILL-O'-THE-WISP STREAKS AWAY FROM HIS WOULD-BE CAPTORS--

--AND ENTERS THE BATTLE BELOW!

QUE?

GET BACK, SPIDER-MAN!

I SHALL SNUFF OUT THIS FOUL BRAND CREATION!

"SNUFF OUT"? HOLD ON THERE, WISPY! TARANTULA MAY BE LOWER THAN A WORM'S BELLY--BUT THAT DOESN'T GIVE YOU THE RIGHT TO PLAY EXTERMINATOR!

THWIP

WHAT SAY WE HANDLE THIS MY WAY?

IDIOTA! YOU CANNOT HOBBLE THE TARANTULA LIKE THIS!

I STILL HAVE POWER ENOUGH TO DESTROY YOUR FRIEND!

I DOUBT THAT, MONSTER! NONE CAN MATCH THE SPEED OF WILL-O'-THE-WISP!

GRAAUGH!!

EH? THAT BLOW SHOULD HAVE DROPPED HIM!

NOW WILL YOU LISTEN TO ME, WISP? TARANTULA'S IN *MY* STRENGTH DIVISION! IT MAY TAKE BOTH OF US TO-- *HEY!*

LOOK OUT! WATCH WHAT YOU'RE DOING OR THE TWO OF YOU WILL--

KRATOOM

--BREAK SOMETHING.

OH! NO!

THEY DISLODGED A WHOLE BANK OF ELEC-TRONICS SYSTEMS!

THOSE GUARDS I KNOCKED OUT EARLIER* WILL BE CRUSHED IF I DON'T--!

*AGAIN, LAST ISSUE!

WHOOFF GOT IT!

OR HAS IT GOT ME? THIS THING MUST OUT-WEIGH A CADILLAC LIMO BY A COUPLE OF TONS! IF I DON'T DITCH THIS FAST, I'LL BE ONE FLATTENED SPIDER-MAN!

USING HIS AMAZING CLINGING ABILITY TO ROOT HIS FEET FIRMLY IN PLACE, THE YOUTHFUL ADVENTURER SHIFTS HIS WEIGHT FOR JUST AN INSTANT TO BRACE HIMSELF.

AND THEN, CALLING UPON EVERY BIT OF STRENGTH AT HIS COMMAND, HE HURLS THE MASSIVE WALL OF ELECTRONICS AWAY FROM THE HELPLESS MEN ON THE FLOOR!

MEANWHILE, TARANTULA AND THE WISP HAVE ALREADY FOUGHT THEIR WAY THROUGH ANOTHER THREE WALLS AND OUT OF THE BUILDING!

OMIGOD! WHAT'S THAT?!?

COMMAND CENTER? THIS IS CARSON AND THORPE! THAT WISP GUY WE WERE WARNED ABOUT--? HE AND SOME SORT OF MONSTER JUST CRASHED OUTTA THE SOUTH COMPLEX!

CRIMENY, HARV! I THINK THEY'RE GONNA HIT--

"--THE BAYSIDE RETAINING WALL!"

KRUNK

SPLOOSH

STILL IN THE MIDST OF BATTLE, THE TWO COMBATANTS SINK BENEATH THE MURKY SURFACE OF JAMAICA BAY.

SO THAT, MINUTES LATER...

NOT A RIPPLE, NOT EVEN A BUBBLE TO SHOW WHERE THEY WENT DOWN. AND FROM WHAT THE CROWD'S MUTTERING, THEY'VE BEEN UNDERWATER NEARLY FIVE MINUTES!

THIS SECTION OF THE BAY IS DARKER THAN THE EAST RIVER.

EVEN WITH MY SPIDER-SENSE I MIGHT NEVER FIND THEM!

SPEAKING OF SPIDER-SENSE, THERE'S THE WARNING TINGLE AGAIN!

BUT NOTHING IN THE WATER'S CAUSING IT! THE DANGER FEELS LIKE IT'S COMING FROM--

--BEHIND ME!

WHAT THE--?!

LOOK OUT!

HOW'D HE SEE US COMING? HE MUST HAVE EYES IN THE BACK OF HIS HEAD!

NOT QUITE, BOZO--JUST AN EXTRA-SENSORY WARNING SYSTEM! BUT I'VE LEARNED OVER THE YEARS NOT TO MOUTH OFF ABOUT SUCH THINGS!

SECRET WEAPONS ARE BEST KEPT SECRET!

NOW WHAT? SOMEONE MUST HAVE PUSHED THE PANIC BUTTON! IT SOUNDS LIKE SIRENS ARE GOING OFF ALL OVER THE COMPOUND!

AROO-AROO-AROO

I HAVE NO CHOICE, BUT TO DO A QUICK FADE!

SOON...

HUNH! MELVIN AND HIS BRAIN-BOYS WASTED NO TIME IN CLEARING OUT OF HERE! WISH I COULD SNOOP AROUND A LITTLE MORE, BUT THERE'S NO TIME.

SECURITY'S EVACUATING THE BUILDING--

AROO-AROO-AROO-AROO

--AND IT WOULDN'T DO FOR PETER PARKER TO GO UNACCOUNTED FOR ON THEIR SIGN-OUT SHEETS!

--THE NIMBLE WALL-CRAWLER SKITTERS THROUGH A MAZE OF DUCTWORK--TO A SECLUDED SPOT ABOVE A SUSPENDED CEILING.

THERE'RE MY CIVVIES, RIGHT WHERE I LEFT 'EM.

RETRIEVING HIS AUTOMATIC MINI-CAMERA FROM AN OVERLOOKING AIR VENT--

IT'LL JUST TAKE A SECOND FOR ME TO SLIP INTO THEM. AND THEN, I CAN--

"-- EXIT THROUGH THE ROOM BELOW."

MEN

...REPEAT, THIS IS AN EMERGENCY!

REPORT TO THE NEAREST EXIT IMMEDIATELY!

SHORTLY...

TOOK YOUR OWN SWEET TIME GETTIN' HERE, DIDN'T YA?

SORRY, BUT I LOST MY WAY!

SAY, DO YOU KNOW WHEN THEY'LL BE RESCHEDULING INTERVIEWS FOR THE SUMMER INTERN PROGRAM?

KLIK

I DIDN'T REALLY EXPECT AN ANSWER...

...ANY MORE THAN I'D REALLY WANT TO WORK FOR THESE CREEPS.

AT LEAST I NOW HAVE PHOTOGRAPHIC PROOF OF SOME OF THE DIRTY TRICKS BRAND HAS BEEN UP TO.

SOMEHOW, THOUGH, I SUSPECT THAT CREATING THEIR OWN SUPER-POWERED INDUSTRIAL SPIES IS JUST THE TIP OF THE ICEBERG!

I JUST WISH I KNEW HOW WILL-O'-THE-WISP FIGURES IN ALL THIS! I MAY NEVER FIND OUT, NOW THAT HE'S GONE.

SUCH A STUPID WASTE OF LIFE, AND HE BOUGHT IT ALMOST THE SAME WAY THE BLACK CAT DID.

AN HOUR LATER, AS PETER RETURNS TO HIS APARTMENT...

I'LL FLIP ON THE RADIO AFTER I DEVELOP MY PICTURES. MAYBE THERE'S BEEN SOME NEWS ABOUT TARANTULA AND THE WISP. MAYBE THEY MANAGED TO SURVIVE SOMEHOW.

YEAH... MAYBE.

AW, SNAP OUT OF IT, PARKER! "IT'S ALWAYS DARKEST BEFORE THE DAWN."

PARKER!

IT JUST GOT DARKER!

AHEH! GOOD AFTERNOON, MRS. MUGGINS!

DON'T "GOOD AFTERNOON" ME, YOUNG MAN! YOUR RENT IS OVERDUE!

I KNOW, MA'AM, AND I'M TRULY SORRY! I WAS PAID YESTERDAY, BUT I HAVEN'T GOTTEN TO THE BANK TO CASH THE CHECK YET!

BUT I PROMISE YOU...

SPARE ME THE SOB STORY, PARKER! JUST MAKE SURE THE RENT MONEY IS IN MY HANDS BY TOMORROW NIGHT!

OH, IT WILL BE! SCOUT'S HONOR!

UH... HAVE A NICE DAY?

BOY, SHE'S IN A GREAT MOOD!

I HOPE AUNT MAY DOESN'T GET ALL CRANKY AFTER SHE BECOMES THE LAND-LADY OF HER NEW SENIOR CITIZENS' BOARDING HOUSE!*

THAT REMINDS ME, I PROMISED MAY THAT I'D LOAN HER SOME CASH TO GET THE WHOLE THING OFF THE GROUND. A LOAN OF THAT SIZE WILL JUST ABOUT WIPE OUT MY SAVINGS--

--BUT MONEY SHOULD BE NO PROBLEM, ONCE I DEVELOP THESE PICS. I GOT AT LEAST A DOZEN GOOD SHOTS OF JAMES MELVIN AND OTHER BRAND BIGGIES HOBNOBBING WITH THE TARANTULA--A KNOWN TERRORIST AND ASSASSIN!

J. JONAH JAMESON'S HAD NED LEEDS WORKING ON SOME SORT OF EXPOSÉ INVOLVING THE BRAND CORPORATION FOR WEEKS.

IF HE'S NOT WILLING TO COUGH UP BIG BUCKS FOR THESE "*DAILY BUGLE* EXCLUSIVES," I'LL EAT MY WEB-SHOOTERS!

MARVEL TEAM-UP #124!

BUT...

I DON'T BELIEVE IT! EVERY LAST FRAME IS, FOGGED!

THE EQUIPMENT IN THAT LAB MUST HAVE BEEN PUTTING OUT SOME SORT OF LOW-LEVEL RADIATION! MY FILM IS WORTHLESS!

SHORTLY, IN THE TOP-FLOOR EXECUTIVE OFFICES OF NEW YORK'S LEADING DAILY NEWSPAPER...

DAILY BUGLE

WHEW! THIS IS PRETTY PLUSH! IS THAT MURAL A LEROY NEIMAN *ORIGINAL*?!

YES, NED. I PICKED IT OUT FOR JONAH, WHEN HE WAS REMODELING. HAVEN'T YOU EVER BEEN UP HERE BEFORE?

WORKING REPORTERS RARELY GET INVITED UP TO THE PUBLISHER'S OFFICE, MARLA.

IF JONAH WASN'T ALSO EDITOR-IN-CHIEF, I DOUBT THAT MOST OF THE STAFF WOULD EVER SEE HIM!

ANY IDEA WHY MR. JAMESON WANTED US UP HERE, ROBBIE?

NO, BUT SINCE IT'S JUST WE THREE, I'D GUESS IT HAS TO DO WITH THE BRAND EXPOSÉ!

GO TO THE HEAD OF THE CLASS, ROBERTSON!

RAY, THAT'S JOE ROBERTSON, MY CITY EDITOR... NED LEEDS, THE REPORTER IN CHARGE OF THE STORY... AND DR. MARLA MADISON, MY PERSONAL SCIENCE ADVISOR.

PEOPLE, THIS IS RAYMOND ROYTON OF THE U.S. DEPARTMENT OF JUSTICE!

DR. MADISON... GENTLEMEN...

I TAKE IT THAT WE'RE NOT THE ONLY ONES INTERESTED IN THE BRAND CORPORATION, MR. ROYTON?

FAR FROM IT, MR. LEEDS. AS I TOLD JONAH EARLIER, *JUSTICE* HAS BEEN KEEPING QUIET TABS ON THE ACTIVITIES OF BRAND AND ITS PARENT CONGLOMERATE, *ROXXON OIL*, FOR SOME TIME.

BEFORE I BEGIN, I MUST CAUTION YOU THAT WHAT I AM ABOUT TO REVEAL MUST-- FOR THE TIME BEING--BE HELD IN STRICTEST CONFIDENCE!

WE HAVE QUITE A DOSSIER ON BRAND AND ROXXON...

...I'M AFRAID SOME OF IT, IF NOT ALL, WILL SOUND LIKE SCIENCE FICTION.

THE FIRST INCIDENT DATES BACK TO A BATTLE AT BRAND'S JAMAICA, QUEENS BRANCH, WHICH PITTED A CREATURE CALLED ORKA AGAINST *THE AVENGERS!*

"ROXXON'S THEN-PRESIDENT HUGH JONES WAS ALLEGEDLY INVOLVED, BUT NO LEGAL ACTION COULD BE TAKEN."

NEXT, THERE WAS AN ATTEMPT ON THE LIFE OF THE AVENGER *HAWKEYE* BY A SUPPOSED BRAND CORPORATION OPERATIVE, CODE-NAMED *MANTICORE*. BRAND DENIED ANY KNOWLEDGE OF THE ATTACK.

JUST A FEW MONTHS AGO, A SECRET NAVAL OPERATION-- HEADED BY ROXXON WORKERS, USING BRAND EQUIPMENT, TO SEIZE AN ISLAND OF THE MIRACLE METAL VIBRANIUM --WAS THWARTED BY IRON MAN.

IN RETALIATION, THE MEN IN CHARGE OF THE OPERATION DESTROYED THE ISLAND!

BUT PERHAPS THE STRANGEST INCIDENTS TOOK PLACE AT THE GOVERNMENT'S ENERGY RESEARCH CENTER *PROJECT PEGASUS!*

"FIRST, *DEATH-LOK* THE CYBERNETIC ASSASSIN INFILTRATED THE FACILITY, AND ACTUALLY WOUNDED THE THING BEFORE HE WAS STOPPED!"

THIS WAS FOLLOWED ALMOST IMMEDIATELY BY AN INVASION OF FEMALE COMMANDOES-- KNOWN AS THE *GRAPPLERS*-- WHO CAUSED RAMPANT DESTRUCTION BEFORE THEY, TOO, WERE HALTED.

THE SABOTAGE CULMINATED IN THE APPEARANCE OF A BEING WHO CALLED ITSELF THE *NTH MAN*. HE ACTUALLY TRIED TO *ABSORB* THE ENTIRE PROJECT!

"HE MIGHT HAVE SUCCEEDED, WERE IT NOT FOR A SPECIAL SECURITY DETAIL.

"IN EACH INSTANCE AT PEGASUS, BRAND TECHNOLOGY WAS BELIEVED TO HAVE BEEN EMPLOYED..."

....JUST AS HUGH JONES WAS THOUGHT TO BE BEHIND A LATER INCIDENT AT A ROXXON OIL RIG, IN WHICH THE THING AND SOME FRIENDS WERE ATTACKED BY THE *SERPENT SQUAD.*

THE THING, IN FACT, HAS HELPED UNCOVER A NUMBER OF COVERT ACTIVITIES. HE RECENTLY AIDED A SPECIAL AGENT IN A RAID ON A *METROBANK* BRANCH... WHICH UNFORTUNATELY NETTED NO SOLID EVIDENCE.

"METROBANK, YOU MAY KNOW, IS OWNED BY ROXXON."

AND, MERE MONTHS AGO, IRON MAN INFORMED US OF AN ENCOUNTER IN NEAR-SPACE WITH AN ALLEGED ROXXON EMPLOYEE WHO CALLED HIMSELF *SUNTURION.*

THEN, OF COURSE, THERE WAS DR. MADISON'S ABDUCTION BY KILLER SHRIKE... AND THIS LATEST INCIDENT INVOLVING AN UNDERWORLD INFORMER...

... A MR. "NOSE" NORTON.*

WE BELIEVE THAT MR. NORTON INTERCEPTED SOME STOLEN BRAND MEMORANDA WHICH COULD PROVE EMBARRASSING TO THE COMPANY'S MANAGEMENT.

* SEE ISSUE #233.

HE ALSO INTERCEPTED A FEW BULLETS FROM BRAND-EMPLOYED PRIVATE EYES. NOW HE'S IN A COMA AT BELLEVUE.

AND WE HAVE NO IDEA HOW FAR UP THE CORPORATE LADDER THIS CORRUPTION EXTENDS. WITH WHAT WE KNOW NOW, THE MOST WE COULD DO IS CONVICT A HANDFUL OF UNDERLINGS.

YOU WANT TO FIND OUT WHO'S GIVING THE ORDERS AND PULLING THE STRINGS!

PRECISELY.

THAT'S WHY A FEDERAL MARSHALL IS STANDING GUARD AT HIS HOSPITAL ROOM. HIS KNOWLEDGE COULD PROVE INVALUABLE.

YOU SEE, DESPITE WHAT WE KNOW, WE HAVE LITTLE IN THE WAY OF PROOF.

SO, WHAT'S THE NEXT MOVE?

I'M AFRAID THERE IS NONE FOR US!

I SEE... YOU MEAN THAT ALL YOU CAN DO IS SIT BACK AND HOPE THEY SLIP UP! WELL, MAYBE *WE* CAN DIG UP THE DIRT WHEN THEY DO!

THAT'S... NOT QUITE WHAT HE MEANS, LEEDS.

THEN WHAT--?

MR. ROYTON... THE JUSTICE DEPARTMENT HAS ASKED US TO... KILL THE EXPOSÉ.

YES. JUST UNTIL WE CAN FIND ALL THE EVIDENCE WE NEED TO INDICT.

AND YOU'RE GOING ALONG WITH THIS?! YOU'RE WILLING TO SUPPRESS A STORY AND LET THOSE BRAND LEECHES CONTINUE TO--?!

DO YOU THINK I *WANT* TO?

BY GADFRY, NED, KILLING A STORY GOES AGAINST EVERYTHING I BELIEVE IN AS A NEWSPAPERMAN!

BUT... WE HAVE NO CHOICE. THERE'S A GOOD CHANCE THAT AN EXPOSÉ COULD WRECK THE GOVERNMENT'S CASE... GIVE BRAND, ROXXON AND WHOEVER A CHANCE TO SWEEP THE WHOLE MESS UNDER THE RUG.

AND, IN THE END, THE BIG FISH WOULD GET AWAY...

BELIEVE ME, SON, I WISH THERE WAS ANOTHER WAY...

...*ANY* WAY TO GET THE GOODS ON THOSE @%#¢$ +@s!

MAYBE THERE IS, JONAH! MAYBE THERE JUST IS!

NOT LONG AFTERWARD, AT THE PLUSH, EASTSIDE TOWNHOUSE OF BRAND'S EXECUTIVE DIRECTOR, JAMES MELVIN--

--AN UNIVITED GUEST COMES CALLING.

SURE, THE BRAND BIGGIES PROBABLY WOULD CATCH WIND OF A *DAILY BUGLE* EXPOSÉ... BUT I DOUBT THAT THEY EXPECT SPIDER-MAN TO PLAY SHERLOCK HOLMES!

I'VE ALREADY FOUND OUT PLENTY ABOUT BRAND TODAY. I FIGURE IF I PLAY "SNEAKY PETE" AROUND A FEW PRIVATE DOMICILES, I MIGHT JUST UNCOVER SOMETHING IN THE WAY OF EVIDENCE!

NO ONE'LL EVEN KNOW I'VE BEEN HERE! NOT WITH THE OL' SPIDER-SENSE WARNING ME WHENEVER--

--COMPANY'S COMING!

WELL, WELL! IT'S THE LORD OF THE MANOR HIMSELF!

OR SHOULD I SAY "LARD" OF THE MANOR?

PEE-YEW! HIS CIGARS ARE EVEN WORSE THAN JONAH'S!

FROM THE SLIGHT LIST OF HIS GAIT, I'D SAY THAT ISN'T HIS FIRST SCOTCH-ON-THE ROCKS OF THE EVENING!

LOOKS LIKE TODAY'S LITTLE FRACAS AT THE PLANT HAS MELLY-BELLY BUGGED!

HE *WOULD* HAVE TO PLOP DOWN IN HIS STUDY! IF THERE'S ANYTHING TO BE FOUND, IT WOULD BE IN THERE!

MEEP MEEP

PRIORITY CALL...

...PRIORITY CALL... PRIORITY

KLIK

ALL RIGHT, ALREADY!

VIDEOPHONE DEPLOYED

INCOMING CALL... FROM... JOHN T. GAMELIN... PRESIDENT... ROXXON OIL. SECURITY SCRAMBLER ON!

MELVIN, I JUST GOT OFF THE LINE WITH THE CHAIRMAN OF THE BOARD! WHAT IN BLAZES IS GOING ON? YOUR QUEENS PLANT EVACUATION IS ALL OVER THE EVENING NEWS!!

I CAN EXPLAIN EVERYTHING, J. T.

YOU'D BETTER, MISTER!

WELL! THIS SOUNDS INTERESTING!

IT WAS WILL-O'-THE-WISP AGAIN, SIR! HE WRECKED A NEW SUPER-OPERATIVE EXPERIMENT!

BUT HE WON'T BE BOTHERING US ANYMORE! HE WAS WEAKENED BY A MAGNO-PULSE GUN--

--AND DROWNED... IN JAMAICA... BAY.

YOU'RE CERTAIN OF THAT, MELVIN? MELVIN?

BUT THE BRAND EXECUTIVE DOES NOT REPLY, SO DRAWN IS HIS ATTENTION TO THE BALL OF LIGHT WHICH SEEMS TO OOZE THROUGH THE VERY SUBSTANCE OF THE FAR WALL...

...THE BALL OF LIGHT WHICH QUICKLY ASSUMES THE FORM OF MAN!

GOOD EVENING, MR. MELVIN.

WE HAVE SOME UNFINISHED BUSINESS TO ATTEND TO!

NO! IT'S NOT POSSIBLE! YOU DROWNED!

GET BACK!

I CANNOT DROWN, MELVIN. I DO NOT BREATHE...

...I AM NO LONGER QUITE SO HUMAN!

AS FOR GETTING BACK.. I THINK NOT!

PUT THE GUN DOWN, MELVIN.

BE SEATED.

PUT... GUN... DOWN. BE... SEATED.

I CAN'T MOVE! WHAT HAVE YOU DONE TO ME?!

DON'T WORRY. YOU'RE JUST IN A MILD HYPNOTIC STATE.

I COULD HAVE ENTRANCED YOU COMPLETELY--BUT I WANT YOU CONSCIOUS!

WHAT DO YOU WANT? WHO ARE YOU?

YOU STILL DON'T KNOW? LOOK AT ME CLOSELY, MELVIN! DON'T YOU REMEMBER ME?

DON'T YOU RECALL HOW YOUR DRIVES FOR INCREASED PRODUCTIVITY NEARLY COST ME MY LIFE?

SON OF A--! Y-YOU'RE JACKSON ARVAD!

"YES, MELVIN! YOUR FORMER HEAD OF ELECTROMAGNETIC RESEARCH!

"REMEMBER HOW YOU USED TO DROP BY THE LAB TO CHEER ME ON?"

I WANT THE MAGNO-CHAMBER READY FOR TESTING BY MONDAY... OR YOU'RE OUT OF A JOB, ARVAD!

"REMEMBER HOW I PUT IN SO MANY LONG HOURS, WHEN YOU KEPT MOVING THE DEADLINES UP AND UP AND UP?!

"I REMEMBER!

"JUST AS I REMEMBER HOW--HALF ASLEEP--I TRIED TO STOP A GRAVIMETRIC POWER SURGE FROM SHATTERING THE MAGNO-CHAMBER! I FAILED...

"BUT YOU--! AH, YOU SAW TO IT THAT I WAS WELL CARED FOR!"

THE ACCIDENT ALTERED THE MAGNETIC ADHESION OF HIS MOLECULARS, MR. MELVIN! HE'S SLOWLY BECOMING IMMATERIAL!

THAT SO? WELL, LEARN WHAT YOU CAN FROM HIM... BEFORE HE CROAKS!

"I DID BECOME IMMATERIAL--BUT NOT IN THE WAY THE DOCTORS EXPECTED! ONCE THEY DEPARTED, SO DID I."

THEY REPORTED THAT I HAD DISINTEGRATED, BUT--AS YOU CAN SEE--THEY WERE WRONG. EVENTUALLY, I GAINED CONTROL OVER MY NEW-FOUND POWERS--

--BUT I HAD A VERY HARD TIME DOING THAT!

AND TO THINK... NONE OF IT WOULD HAVE BEEN POSSIBLE, MELVIN, WITHOUT YOU! IN MANY WAYS, YOU MADE ME WHAT I AM TODAY!

WH-WHAT ARE YOU GOING TO DO TO ME?

WHY, MR. MELVIN! I'VE COME TO THANK YOU! IT WAS YOU WHO HELPED ME GAIN THE POWER TO FLY... TO WALK THROUGH WALLS! MY STRENGTH STAGGERS THE IMAGINATION!

AND ELECTRICITY--? WHY A MILLION VOLTS COULD PASS THROUGH ME, AND I WOULDN'T FEEL A THING!

KISH

SO WHAT, IF I'M NO LONGER HUMAN? I HAVE SO MUCH TO THANK YOU FOR!

I JUST WANT TO SHAKE YOUR HAND!

GIVE ME YOUR HAND, MR. MELVIN!

NO...OH, NO... NO... NO...

HIS WILL SNAPPED BY THE WISP'S MESMERIC GLOW, JAMES MELVIN SHAKILY EXTENDS HIS ARM FOR THE DEADLY HANDSHAKE...

SORRY, WISP! I CAN'T LET, YOU DO IT!

SPIDER-MAN? HERE?!

JUST CAN'T KEEP MY NOSE OUT OF OTHER PEOPLE'S BUSINESS! I HEARD EVERYTHING!

AND STILL YOU WOULD DENY ME MY REVENGE?!

YES.

IF YOU KILL MELVIN, YOU BECOME JUST WHAT HE IS-- OR WORSE! I WON'T LET YOU DO THAT!

AND DON'T TRY TO HYPNOTIZE ME! I'M WISE TO YOUR GLOW-WORM NUMBER!

I DON'T WANT TO HARM YOU, SPIDER-MAN! BUT MELVIN MUST BE MADE TO PAY FOR WHAT HE'S DONE!

I AGREE, BUT THIS ISN'T THE WAY!

THE LAW...

THE LAW?!?

THE LAW IS A TOOL IN THE HANDS OF MEN LIKE MELVIN!

HE HAS NOTHING TO FEAR FROM THE LAW!

THOOOM

MUST... GET AWAY...

THAT'S WHERE YOU'RE WRONG!

YOU ARE THE ONE WHO'S WRONG, SPIDER-MAN, IF YOU THINK YOU CAN STOP A FOE WHO CAN BECOME INTANGIBLE!

SO I GO RIGHT THROUGH YOU! SO WHAT?

YOU CAN'T LAY A GLOVE ON LITTLE ME, EITHER!

YOU ARE SWIFT, IT IS TRUE--

--BUT I AM THE SWIFTER!

MAYBE YES, MAYBE NO!

BUT IF YOU MAKE YOURSELF SOLID ENOUGH TO THROW THINGS--

--THEN YOU'RE ALSO SOLID ENOUGH TO GRAB!

IF I CAN JUST KNOCK YOU OUT BEFORE YOU BECOME...

...IMMATERIAL!

NUTS!

GIVE UP, SPIDER-MAN! YOU CANNOT DEFEAT ME!

WISP, I DON'T EVEN WANT TO FIGHT YOU, BUT YOU DON'T GIVE ME ANY CHOICE!

I SPARED YOUR LIFE ONCE!

YEAH, I REMEMBER THAT NIGHT VERY WELL! YOU SAID THAT YOU WEREN'T A MURDERER!

I FIGURE I OWE IT TO YOU TO KEEP YOU FROM MAKING A LIAR OF YOURSELF!

FURTHER DISCUSSION IS ABRUPTLY CUT OFF...

YAAAA

AT THE SOUND OF THE SCREAM, BOTH MEN TURN TO THE OPEN FRENCH DOORS.

THE WISP WAS NOT THE ONLY ONE WHO SURVIVED DROWNING.

THE TARANTULA STILL LIVES...

...IF HIS PRESENT STATE CAN TRULY BE CALLED LIVING!

NEXT: THE FINAL CHAPTER DEATHKNELL!

60¢ | 236 JAN 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

© 1982 MARVEL COMICS GROUP

the AMAZING SPIDER-MAN®

TM

FEATURING-- THE DRAMATIC RESOLUTION TO THE WISP/ TARANTULA/ BRAND EPIC!

DEATH KNELL!

J.R.J.R. + F. GIACOIA

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

DEATH KNELL!

JUST MINUTES AGO, ROXXON OIL PRESIDENT JOHN T. GAMELIN PUT THROUGH A HIGH-LEVEL VIDEO-PHONE CALL TO JAMES MELVIN OF THE SUBSIDIARY **BRAND CORPORATION.**

HE NEVER EXPECTED TO SEE SOMETHING LIKE THIS!

ROGER STERN
WRITER
JOHN ROMITA JR.
&
FRANK GIACOIA
ARTISTS
JOE ROSEN
LETTERER
BOB SHAREN
COLORIST
TOM DEFALCO
EDITOR
JIM SHOOTER
ARANEOPHILE

GOOD LORD! THIS IS LIKE A NIGHTMARE! I HADN'T TALKED TO JIM MELVIN FOR MORE THAN A FEW SECONDS BEFORE HE WAS INTERRUPTED BY INTRUDERS!

AND NOW, SOME...SORT OF CREATURE HAS *KILLED* HIM! WAS THIS ATTACK DIRECTED SOLELY AT HIM...OR AT THE COMPANY AS WELL?

I MUST KNOW MORE!

MY VIDEO UNIT CAN OVERRIDE MELVIN'S PRIVACY LOCK FOR A BETTER VIEW!

I'D BEST INCREASE THE VOLUME AND RECORD THIS!

KLIK

UNDER GAMELIN'S CONTROL, A SPECIAL LENS DEPLOYS FROM THE UNIT IN JAMES MELVIN'S STUDY--

--AND PICKS UP A STARTLING IMAGE!

YOU...YOU DISGUST ME, PAL!

SPIDER-MAN!

MELVIN WAS A CREEP, SURE! HIS WHOLE COMPANY IS ROTTEN TO THE CORE...

...BUT THAT'S NO EXCUSE FOR LETTING THE TARANTULA MURDER THE GUY!

IT ASTOUNDS ME THAT YOU COULD FIND ANY VALUE IN THE LIFE OF SUCH A WRETCHED EXCUSE FOR A HUMAN BEING!

WERE IT NOT FOR MELVIN, I WOULD NOT HAVE BECOME *WILL-O'-THE-WISP*...AND THE POOR TARANTULA WOULD STILL BE HUMAN!

AT ANY RATE, HE IS *NOT* DEAD...YET!

DROP HIM, TARANTULA!

WHUMP

I HAD STATIONED THE TARANTULA OUTSIDE, IN CASE OUR MR. MELVIN TRIED TO ESCAPE ME!

OH, YES...THE CREATURE IS UNDER MY COMPLETE CONTROL!

"YOU MAY RECALL HOW TARANTULA AND I BATTLED OUR WAY THROUGH BRAND'S QUEENS COMPLEX EARLIER TODAY.* WE WOUND UP TUMBLING INTO JAMAICA BAY.

"THE DEEP WATERS GAVE ME LITTLE TROUBLE, AS I NO LONGER NEED TO BREATHE! AND WHILE TARANTULA'S LUNG POWER HAD BECOME MANY TIMES THAT OF A NORMAL MAN'S--

"--HE WAS EVEN LESS OF A MATCH FOR ME UNDERWATER THAN HE WOULD HAVE BEEN ON LAND. I MESMERIZED HIM INTO DOCILE OBEDIENCE BEFORE WE SURFACED, MILES AWAY FROM THE COMPLEX!"

*LAST ISSUE.

AND HERE I'D THOUGHT YOU'D BOTH DROWNED!

WELL... NOW WHAT?

I INTEND TO LEAVE WITH MELVIN AS MY PRISONER! HE STILL HAS MUCH TO ANSWER FOR!

DO NOT INTERFERE, SPIDER-MAN! I DO NOT WISH TO HARM YOU!

WELL, THAT'S MIGHTY BIG OF YA, WISPY-- BUT YOU KNOW ME! I'M JUST A NATURAL BORN BUTTINSKY! I'M A FINE ONE TO COMPLAIN ABOUT YOUR TAKING THE LAW INTO YOUR OWN HANDS--

--BUT YOU HAVE TO BELIEVE ME! KILLING MELVIN WON'T SOLVE ANYTHING!

SO YOU SAID EARLIER...

...BUT NOW, AS THEN, YOU ARE UNABLE TO STOP A MAN WHO CAN CONTROL HIS MOLECULAR ADHESION!

RATS! HE MAY BE RIGHT ABOUT THAT!

BUT EVEN AS SPIDER-MAN PASSES THROUGH THE WISP, THE STILL-MUTATING TARANTULA BEGINS TO ROUSE FROM HIS STUPOR.

HIS NEW BODY HAS NEW DRIVES... NEW NEEDS.

UUNGH?

AND HE SENSES EASY PREY!

FOOD!

NO! MELVIN IS MINE! YOU'RE NOT TO TOUCH HIM UNTIL I'VE HAD MY REVENGE!

YOU... WILL NOT LET ME FEED ON HIM?!?

THEN... I... WILL FEED ON YOU!!

WHEW! TARANTULA'S REALLY GONE BUG-HOUSE! I HAVE TO HOPE THE WISP CAN HANDLE HIM...

...I CAN'T PASS UP THIS DIVERSION!

HEY! LEGGO--!

PUT A SOCK IN IT, MELVIN, OR I MIGHT JUST BE TEMPTED TO THINK TWICE ABOUT SAVING YOUR BEHIND!

INSIDE...

BACK! I COMMAND YOU... BACK!

IT'S NO USE! HIS MIND HAS BECOME SO PRIMITIVE, HE HAS SLIPPED FROM MY CONTROL!

FORCE IS MY ONLY OPTION!

WHUD

POOR, PITIFUL CREATURE! HOW MANY OTHERS HAS MELVIN AND HIS COMPANY MADE LIKE YOU...

...LIKE *ME*?

IN ONE WAY OR ANOTHER, WE HAVE ALL BEEN TWISTED ...USED...BY THE BRAND CORPO-RATION!

JAMES MELVIN MUST BE MADE TO PAY FOR HIS CRIMES! BY MY POWER HE SHALL BE!

BARELY DOES THE VOW ESCAPE HIS LIPS, THAN WILL-O'-THE-WISP TRANSFORMS INTO A BALL OF GLOWING MATTER--

--STREAKING INTO THE NIGHT SKIES ON A MISSION OF VENGEANCE!

*WHILE, IN A PLUSH EXECUTIVE OFFICE AT **ONE ROXXON PLAZA**...*

THIS IS BAD...VERY BAD! I RECEIVED WORD TODAY THAT THE ***DAILY BUGLE*** WAS DROPPING THEIR EXPOSE OF OUR ***BRAND*** OPERATIONS!

BUT NOW...WITH SPIDER-MAN INVOLVED...WHO KNOWS WHAT MIGHT HAPPEN?

OUR ENTIRE COVERT ACTIVITIES DIVISION COULD BE IN JEOPARDY! THIS IS TOO MUCH FOR ME TO HANDLE ALONE!

I'D BETTER CONTACT--

SORRY TO DISTURB YOU AT HOME, MR. D'ANGELO--!

QUITE ALL RIGHT, GAMELIN! WHAT'S THE PROBLEM?

MINUTES LATER...

...AND SO I CALLED YOU AT ONCE, SIR!

I SEE,

ROXXON CAN'T AFFORD TO LET BRAND'S AFFAIRS GET TOO PUBLIC. YOU'D BEST SEND A "CLEAN-UP" CREW OVER TO MELVIN'S.

I TRUST YOU'LL KEEP ME POSTED?

OF COURSE, SIR!

KLIK

MELVIN'S LINE IS ON HOLD...I'LL KEEP AN EYE ON THINGS THERE, WHILE I SEND FOR THE CREW.

WHAT--?! THE ROOM IS EMPTY! I THOUGHT THE WISP HAD KILLED TARANTULA!

HE MUST HAVE ONLY STUNNED THE BEAST!

"AND NOW, THAT MAD MONSTER IS LOOSE SOMEWHERE IN MANHATTAN!"

THERE ARE MANY CREATURES ON THE LOOSE THIS NIGHT!

IT SURE DIDN'T TAKE WISPY TOO LONG TO GET ON THE CASE!

GOOD, HE'S PASSING BY!

HE HASN'T THOUGHT TO CHECK UNDER THE CORNICES YET... BUT HE WILL!

I'LL HAVE TO PUT MEL-BOY AWAY FOR SAFEKEEPING BEFORE HE DOES!

YOU CAN RELAX FOR A WHILE, MEL--HE'S GONE!

I...I...I DEMAND THAT YOU LET ME GO AT ONCE!

THWIP

OH, SHUT UP!

I OUGHT TO LET WILL-O'-THE-WISP HAVE YOU!

YES, THAT SOUNDS LIKE A GOOD IDEA! I BELIEVE I WILL!

BUT FIRST, I HAVE TO TALK A LITTLE SENSE INTO HIM! JUST HANG LOOSE, CHUBBINS! I WON'T BE LONG...

...I HOPE!

SECONDS LATER...

ONE GOOD THING ABOUT WISPY... HE'S EASY TO FIND AT NIGHT!

HEADS UP, FIRE-BALL--

--I'M COMIN' THROUGH!

SPIDER-MAN!

AH, THAT'S WHAT I LOVE ABOUT MY CAREER--THE RECOGNITION!

MY NAME'S ON JUST ABOUT EVERYONE'S LIPS!

WHERE IS JAMES MELVIN?

IS THAT ALL YOU WANT TO KNOW?

OKAY, I'LL TELL YOU!

BUT FIRST, YOU HAVE TO CATCH ME!

N'YAH, N'YAH!

YOUR WORDS ARE LIGHT, SPIDER-MAN, BUT THERE IS DESPERATION IN YOUR ACTIONS!

DO YOU ALWAYS HAVE TO BE SUCH A DOWNER? CAN'T YOU EVER ENJOY A SIMPLE GAME OF "FOLLOW THE LEADER"?

HEY, WISP, I KNOW YOU DON'T BREATHE ANYMORE--

--BUT CAN'T YOU CRACKLE OR SOMETHING, SO I'LL KNOW YOU'RE ALIVE BACK THERE?

FORGET IT, PARKER! SNAPPY PATTER DOESN'T FAZE SILENT SAM!

AT LEAST I'M LEADING HIM AWAY FROM MELVIN!

BUT EVENTUALLY HE *WILL* CATCH ME! I'VE BEEN ON THE GO ALMOST ALL DAY, AND I'M BEAT!

I'D BETTER THINK OF SOMETHING... AND THE SOONER, THE BETTER!

AT THAT MOMENT, SEVERAL BLOCKS UPTOWN...

WHADDAYA THINK, GERALDO?

ERNIE, I THINK WE JUST WASTED TWO HOURS OF OUR TIME! WHAT A BUM JOB--

--COVERING A STUPID SOCIETY FUND-RAISER! WHY CAN'T WE EVER LAND A JUICY ASSIGNMENT, LIKE BULLDOGGING SAM WILSON'S CONGRESSIONAL CAMPAIGN?

MAYBE WE DON'T LIVE RIGHT!

MAYBE. JUST ONCE, I'D LIKE TO... *HOLEE--!*

ERNIE... D-DO YOU SEE THAT?!

MY GOD, WHAT IS IT?

I DUNNO, BUT WHATEVER IT IS, WE'RE FOLLOWING IT!

RADIO THE STATION AND TELL 'EM WE'VE GOT A HOT ONE!

TV NEWS

WYDY NEWS

SOON, IN MANHATTAN'S EAST 50S...

THIS IS GETTING ME NOWHERE FAST! I WISH I COULD JUST DUCK OUT OF SIGHT, SWITCH TO PETER PARKER AND CALL IT A NIGHT!

BUT I CAN'T LET UP NOW! I HAVE TO FIND SOME WAY TO... *HELLO!*

MTA POWER PLANT 2

THIS COULD BE JUST WHAT THE DOCTOR ORDERED!

POWER PLANT

AND NOT A MOMENT TOO--

--SOON!

WHOOP

ENVELOPED BY THE GLOWING BALL, SPIDER-MAN IS BROUGHT TO EARTH.

HE IS NOT GIVEN THE BENEFIT OF AN EASY LANDING.

SHEEESH!

NOW WE SHALL SETTLE THIS ONCE AND FOR ALL!

RISE!

RISE AND LOOK AT ME! YOU ARE TOO TIRED TO RESIST!

YES, YOU ARE BATTERED AND WEARY! YOU CANNOT RESIST MY HYPNOTIC GLOW!

C-CAN'T RESIST...

THAT'S RIGHT! NOW, SHOW ME WHERE I CAN FIND JAMES MELVIN!

C-CAN'T RESIST...

...GETTING IN A GOOD OL' FASHIONED SUCKER PUNCH!

AND YOU SHOULD HAVE KNOWN BETTER THAN TO TRY HYPNOTIZING A GUY WHO CAN CLOSE HIS EYES BEHIND A MASK LIKE MINE!

WHUD

WHAT'S THE MATTER, CAN'T CATCH YOUR BREATH?

I'M SORRY... FOR A MOMENT I FORGOT YOU DON'T BREATHE! WELL, A LITTLE BREEZE WILL DO YOU GOOD ANYWAY!

JUST WATCH YOUR HEAD! THOSE BRICK WALLS CAN BE EVER-SO-HARD!

YOU... BLASTED... FOOL!

YOU SHOULD KNOW THAT YOU CAN'T KEEP ME STUNNED THIS WAY!

I CONTROL THE MAGNETIC ADHESION OF EVERY MOLECULE IN MY BODY!

BRICKS ARE NO MORE OF AN OBSTACLE TO ME THAN THE AIR!

BUT, AS THE WISP SLIPS THROUGH THE VERY SUBSTANCE OF THE WALL--

--HE ALSO PASSES INTO THE HEART OF THREE OPERATING DYNAMOS!

AS HIS DIFFUSE MOLECULES SLIDE AROUND THOSE OF THE SPINNING TURBINES, HIGHLY CHARGED ELECTRO-MAGNETIC FIELDS ARE DISRUPTED...

...WITH UNWANTED CONSEQUENCES FOR ALL CONCERNED!

THOOM

CHA-ZAKK

UNNGH! B-BARELY HAD THE ENERGY LEFT TO GET OUT OF THERE!

WISP? HEY, WISP!

EH?

SORRY I HAD TO SET YOU UP LIKE THAT, BUT YOU DIDN'T GIVE ME MUCH CHOICE!

HOW--?

IT DOESN'T TAKE A SCIENCE WIZARD TO FIGURE THAT PUTTING YOU THROUGH A MAGNETIC WRINGER WOULD SHAKE YOU UP A LITTLE!

WHAT... SHALL YOU...DO NOW?

JUST WHAT YOU WANTED... I'M GOING TO SHOW YOU WHERE MELVIN IS!

MERE MOMENTS LATER...

NOW THAT *YOU* DON'T HAVE ANY CHOICE, MAYBE YOU'LL WISE UP AND LISTEN TO ME, WISP!

THE JUSTICE DEPARTMENT IS TRYING TO BUILD A CASE AGAINST THE BRAND CORPORATION AND THE LOW LIFES WHO RUN IT!* WITH WHAT YOU COULD TELL THEM ABOUT MELVIN AND THE CREW--!

*SEE LAST ISSUE.

IT WOULD DO NO GOOD! MEN LIKE MELVIN TWIST THE LAWS AS THEY WISH!

THWIP

ONLY IF YOU LET THEM! WHY NOT GIVE THE FEDS A FIGHTING CHANCE?

IF YOU WERE TO WALTZ MELVIN INTO THE FEDERAL D.A.'S OFFICE, HE'D SPILL EVERYTHING!

YOU KNOW HE WOULD!

ON THE OTHER HAND, YOU COULD KILL MELVIN! BUT THEN YOU WOULD HAVE TO RUN FROM THE LAW FOR THE REST OF YOUR LIFE!

AND EVENTUALLY THEY WOULD HUNT YOU DOWN LIKE SOME SORT OF... MONSTER!

HOLY SMOKES!!

WOW! WE GOT SET UP JUST IN TIME!

ALL RIGHT! ENOUGH!

I'VE SPENT ALL EVENING TRYING TO KEEP THAT SHNOOK ALIVE--

--I'M NOT GOING TO BLOW IT NOW!

I MAY HAVE SPOKEN TOO SOON! TARANTULA HAS THE ADVANTAGE IN SIZE, STRENGTH AND SPEED!

AND I'M SO TIRED THAT --EVEN WITH A SPIDER-SENSE WARNING-- I WASN'T SPEEDY ENOUGH TO AVOID--!

WHAM

OW! I'M GONNA BE BLACK AND BLUE IN THE MORNING...

KRAM

...PROVIDED THERE *IS* A MORNING!

GOTTA SNAP OUT OF IT... GET ON THE OFFENSIVE!

YEAH... I HAVE TOOLS HE DOESN'T HAVE...

THWIP

...MY WEB-SHOOTERS! LET'S CUT DOWN ON THAT VISI-BILITY A LITTLE!

HSSS!

GERALDO... I'M GETTING A SIGNAL FROM THE STATION... THEY'RE READY FOR US... LIVE!

STANDING BY!

WE INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS PRESENTATION...

HUH? NOW WHAT?!

...THIS IS GERALDO JIMINEZ! I'M ON A ROOFTOP ACROSS FROM A SCENE OF INCREDIBLE BATTLE!

THEY GOTTA BE KIDDIN'! THAT CAN'T BE REAL!

SPIDER-MAN IS FIGHTING-- PERHAPS FOR HIS LIFE-- AGAINST A CREATURE WHICH HAD APPARENTLY CAPTURED A MAN WE HAVE IDENTIFIED AS BRAND CORPORATION EXECUTIVE--

--JAMES MELVIN!

HEY, WHAT HAPPENED TO "BONZO GOES TO COLLEGE"?

BACK OFF, TARANTULA!

NO! HE IS MINE! HE MADE ME--!

WE'LL ATTEMPT TO BRING YOU THE COMBATANTS' VOICES--!

BUT THEN...

WE ARE EXPERI-ENCING TECHNICAL DIFFICULTIES, PLEASE STAND BY!

YES, SIR! THEY'LL *KEEP* EXPERIENC-ING THOSE "DIFFICULTIES"! THAT'S A ROXXON-OWNED STATION. AS A MATTER OF FACT, I'M STILL ON THE LINE WITH THE STATION MANAGER!

QUICK THINKING, GAMELIN! BUT I'M AFRAID THE FAT'S IN THE FIRE! JAMES MELVIN JUST BECAME TOO VISIBLE.

PREPARE TO CUT HIM LOOSE!

AND, BACK ON THE ROOFTOP...

INCREDIBLE! WEARY AS HE IS, SPIDER-MAN RISKS HIS LIFE FOR A MAN HE KNOWS TO BE CORRUPT--

--FOR A MAN WHO WOULD TURN ON HIM IN AN INSTANT!

--TO DO WHAT I MUST!

NOW--

HE IS EITHER A HERO OR A FOOL!

WHILE HE FOUGHT ON, I HAVE HAD TIME TO RECOVER...TO GATHER MY WILL TO SLIP FREE OF THESE BONDS.

KRAK

YOU...YOU COULD'VE KILLED ME! YOU *WANTED* TO KILL ME...BUT YOU DIDN'T!

WHY?

I AM NOT CERTAIN.

PERHAPS I DECIDED TO STOP BEING ONE OF YOUR MONSTERS!

MEANWHILE...

MY ARMS FEEL LIKE LEAD! MAYBE I CAN LURE TARANTULA AWAY FROM HERE, LIKE I DID THE WISP!

NO GOOD! HE GOT ME WITH HIS WEBBING!

WAIT A MINUTE! HIS *WEBBING*?!?

YOU...NO ESCAPE!

I...TRAP YOU? YES...YES, BUT HOW--?

NO!

NO!!

WHAT... WHAT HAS BECOME ME?!?

MONSTER! YOU MADE ME... MONSTER! KILL!

NO, YOU'LL NOT KILL HIM!

NO ONE SHALL!

-- HE'S CARRIED OFF TO SAFETY, BEHIND THE BARRICADES OF THE POLICE LINES BEING HASTILY ERECTED BELOW!

AND BEFORE THE STARTLED EXECUTIVE CAN BLINK--

NO... NO! NOT END NOW... NOT LIKE THIS! KILL... KILL...

SOUNDS LIKE HIS MIND IS JUST ABOUT COMPLETELY GONE-- AND NO WONDER!

UNGH! GOTTA GET OUT OF THIS WEB OF HIS!

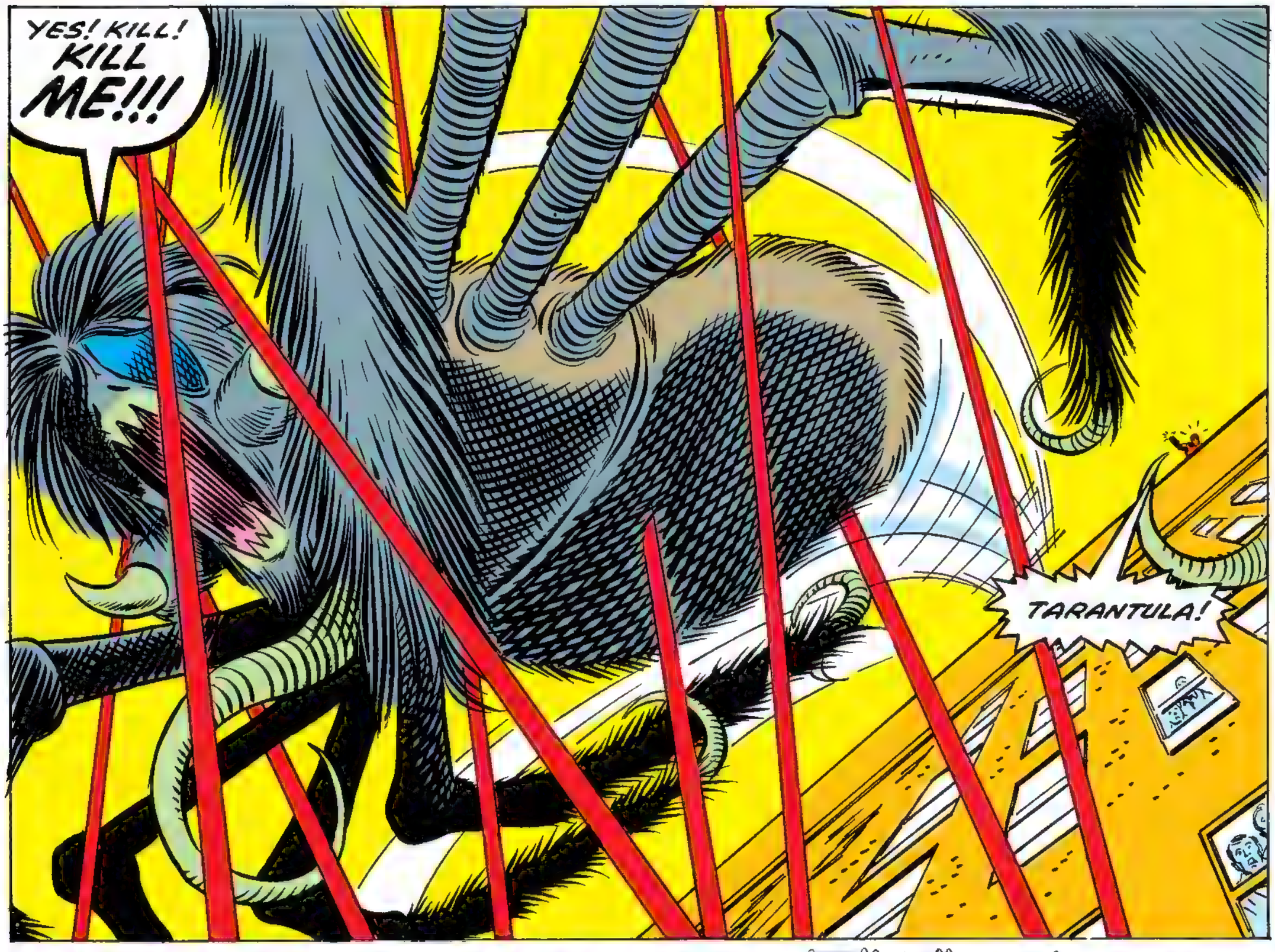
IT'S NOT AS STRONG AS MINE, BUT IT'S STICKY ENOUGH!

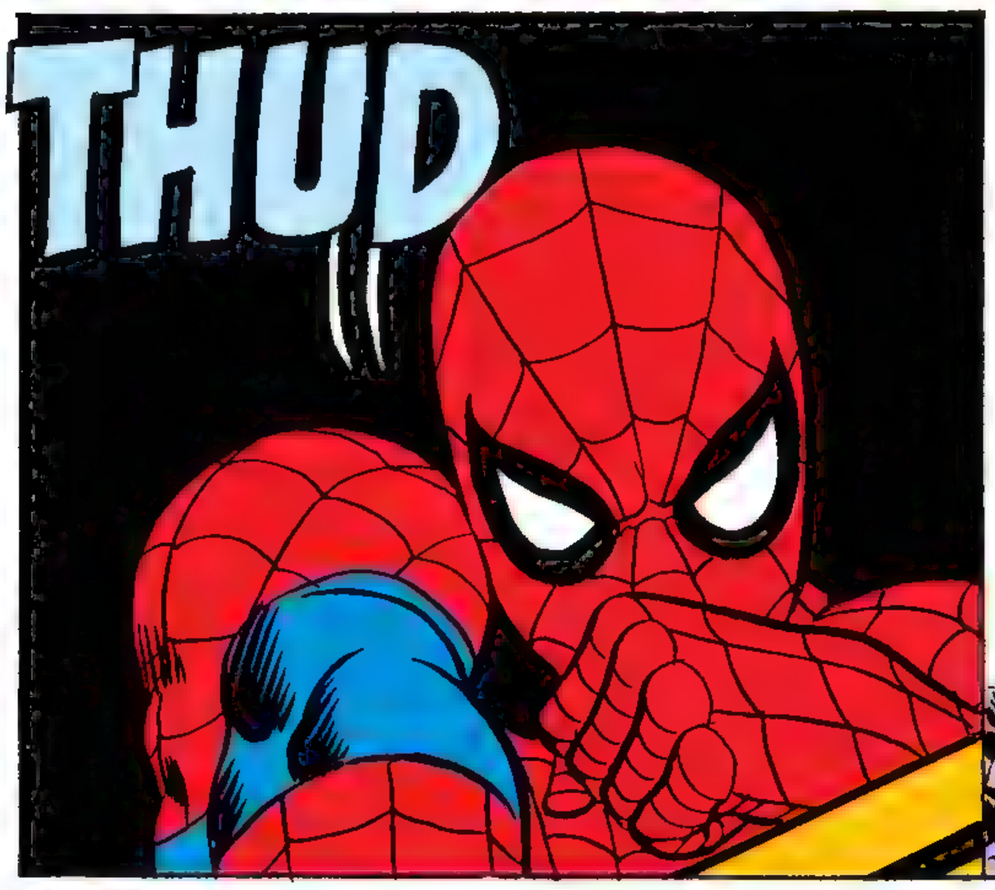
I HAVE TO GET LOOSE BEFORE--!

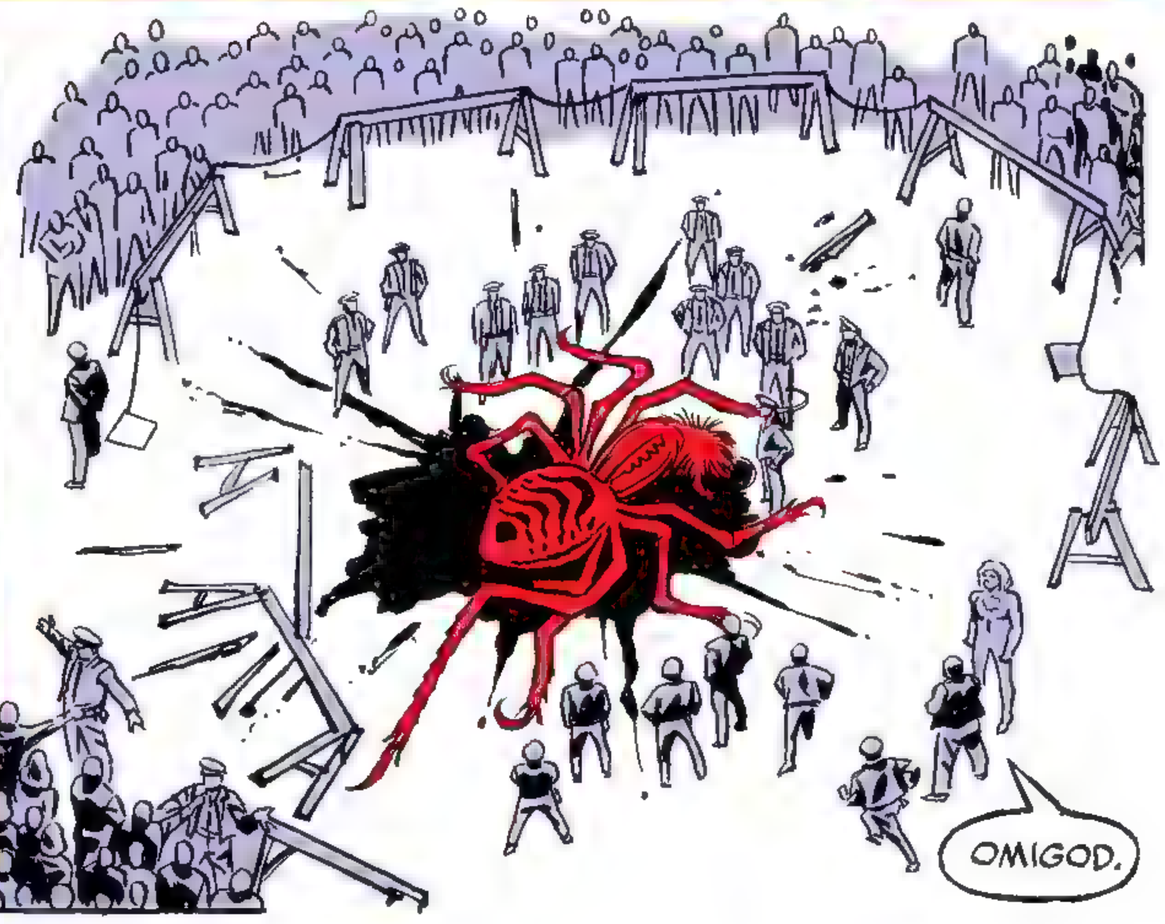
YOU... POLICE! KILL! KILL!

EH? WHAT'S HE UP TO?!

GOOD LORD.
THERE HE IS! LOOK AT THE SIZE OF 'IM!
YOU HAVE YOUR ORDERS! IF HE MAKES A MOVE--!


YES! KILL! KILL ME!!!
TARANTULA!


THUD


OMIGOD.

SO! YOU CAN MAKE THE MONSTERS, BUT YOU CANNOT FACE THE CONSEQUENCES OF THEIR ACTIONS!

IS THAT IT, MR. MELVIN?

YOU... CAN'T PROVE ANYTHING.

NO, I CAN'T-- BUT *YOU* CAN! YOU HAVE MUCH TO ANSWER FOR!

P-PARDON ME, OFFICER?

YES?

I'D LIKE TO MAKE... A FULL CONFESSION. I HAVE MUCH TO ANSWER FOR.

YOU'D BEST LISTEN TO HIM... HE HAS SOME SURPRISING THINGS TO SAY!

NYPD

÷?!?÷

WELCOME BACK.

I'M AFRAID THE PARTY'S OVER. NO MORE FUN TONIGHT.

SOME FUN!

YOU WERE RIGHT TO STOP ME.

THERE HAS BEEN TOO MUCH KILLING.

I AM IN YOUR DEBT ONCE AGAIN.

WHAT NOW?

I GO TO FIND MY DESTINY...

...TO LEARN TO LIVE WITH WHAT I HAVE BECOME.

FAREWELL.

MINUTES LATER, SPIDER-MAN MAKES HIS WEARY WAY TO THE ROOFTOP OF A CERTAIN SKY-SCRAPER, RETRIEVES HIS STREET CLOTHES, AND RESUMES THE IDENTITY OF PETER PARKER--

DAILY BUGLE

--FREELANCE PHOTOGRAPHER AND, THIS NIGHT, EYEWITNESS NEWS SOURCE.

...THEN HE JUST FLEW AWAY AND LEFT SPIDER-MAN STANDING THERE.

DAILY BUGLE

J. J. JAMESON

PUBLISHER

WILD STORY, PETE! TOO BAD YOU DIDN'T HAVE YOUR CAMERA HANDY!

I DON'T THINK THE *BUGLE* IS THE KIND OF PAPER THAT WOULD WANT TO RUN THOSE KINDS OF PICTURES!

AS CITY EDITOR, I SECOND THAT, PETER!

...IN ANSWER TO MELVIN'S SURPRISE STATEMENT, ROXXON PRESIDENT GAMELIN CALLED A LATE NIGHT NEWS CONFERENCE...

WE'RE SHOCKED TO LEARN OF THIS CORRUPTION IN OUR SUBSIDIARY OPERATIONS! THE CHAIRMAN OF THE BOARD HAS ASKED ME TO PERSONALLY INVESTI-GATE THIS MATTER!

I'M ORDERING ALL BRAND PLANTS SHUT DOWN AT ONCE! I ASSURE YOU THAT WE'LL FIND THE GUILTY PARTIES!

HEY, WHY ALL THE LONG FACES?

BRAND IS KAPUT! THE GOOD GUYS WON AND THE BAD GUYS LOST, RIGHT?

DID THEY, PETER? I DON'T KNOW... I JUST DON'T KNOW.

THE 11 O'CLOCK REPORT IS BROUGHT TO YOU BY ROXXON OIL ...ROXXON YOUR ENERGY FRIEND!

END?

60¢ | 237 FEB 02457

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN™

IN

THE AMAZING SPIDER-MAN™

FEATURING THE TRIUMPHANT RETURN OF THE ORIGINAL--

STILT MAN!

© 1982 MARVEL COMICS GROUP

HIGH & MIGHTY!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

HIGH & MIGHTY!

THE PLACE: MANHATTAN, A SEEDY HOTEL ROOM. THE SITUATION: ONE MAN'S ENCOUNTER WITH THE TRUTH.

I'M NOT THE MAN I'D INTENDED TO BE. I'M A FAILURE-- A FRAUD!

NO ONE TAKES THE **STILT-MAN** SERIOUSLY ANYMORE!

TRAVEL + LEISURE

MEN

SCIENCE DIGEST

SCIENCE ILLUSTRATED

HOW DOC OCK DOES IT

HIS NAME IS **WILBUR DAY**, AND HE IS ABSOLUTELY RIGHT.

ROGER STERN
Plot
BILL MANTLO
Script
BOB HALL
Breakdowns
FRANK GIACOIA
Finished Art
RICK PARKER
Letters
BOB SHAREN
Colors
TOM DeFALCO
Editor
JIM SHOOTER
Tall Person

THIS ISN'T THE WAY THINGS WERE SUPPOSED TO BE.

THIS ISN'T HOW I PLANNED THEM.

I WAS GOING TO BE RICH AND FAMOUS.

WILBUR DAY WAS GOING TO BE THE MOUSE THAT ROARED.

"AT LEAST, THAT'S WHAT I THOUGHT WHEN I STOLE THE SECRET OF HYDRAULIC EXTENSION LIMBS FROM MY EMPLOYER, CARL KAXTON.*

"HE HAD INVENTED THEM--BUT ONLY I HAD THE VISION TO SEE HOW THEY COULD BE APPLIED.

*DAREDEVIL #8.

"I INCORPORATED THEM INTO AN INCREDIBLE COSTUME--

"--AND BECAME THE SINISTER *STILT-MAN!*

"BUT THEN, MY PLANS WERE ALL DESTROYED BY THE UNTIMELY APPEARANCE OF *DAREDEVIL!*

"THAT WAS MY FIRST DEFEAT!"

BUT I LEARNED FROM MY MISTAKES...

I KNEW I NEEDED MORE POWER, SO I MODIFIED MY STILT-MAN SUIT-- AND MADE IT STRONGER THAN EVER.

"THEN, I EMBARKED UPON A NEW ONE-MAN CRIME WAVE, UNTIL..."

SPIDER-MAN!

AW, SOMEONE MUST'VE TOLD YOU!

"I THOUGHT I WAS READY FOR ANYTHING-- POWERFUL ENOUGH TO WITHSTAND ANY ATTACK!

"I WAS WRONG!"

HOW ABOUT GIVING UP NOW-- AND SAVING US BOTH THE USUAL SORDID FIGHT ROUTINE?

FRANKLY, YES, STILTS! I MEAN I'VE SEEN SOME SILLY SUPER-GIMMICKS IN MY TIME BUT YOURS IS A REAL LAUGHER!

"--IF I HADN'T PREVIOUSLY BUTTRESSED MY DEFENSES!"

STUN-GAS!

EXACTLY!

FAST TALKING FOOL! DO YOU REALLY THINK THE STILT-MAN WILL BE SO EASY TO CAPTURE?

"HE WAS RIGHT! MY POWER--THAT OF ATTAINING ANY HEIGHT--WAS LUDICROUS! HE WOULD HAVE HAD ME THEN--

NO ONE WILL EVER RECAPTURE ME NOW!

" BUT, MERE MOMENTS LATER, DAREDEVIL DID AGAIN.* "

* AS SHOWN IN DAREDEVIL # 27.

AFTER THAT, MY LIFE BECAME ONE SUCCEEDING SERIES OF DEFEATS.

"EVEN THE TIME THE COMPUTER ENTITY *F.A.U.S.T.* REBUILT AND REFURBISHED MY STILT-SUIT-- MAKING IT MORE FORMIDABLE THAN EVER--

"--I STILL WENT DOWN IN DISGRACE BEFORE THE MIGHTY MALLET OF THE THUNDER GOD, *THOR!*"*

* THOR #269.

"EVEN MORE HUMILIATING WAS WHAT HAPPENED WHILE I WAS PLANNING MY MOST RECENT COMEBACK.

"I WAS SO LOST IN DREAMS OF GLORY--

"--THAT I FAILED TO HEAR THE INTRUDER WHO ENTERED MY ROOM.

"HE STOLE MY ORIGINAL STILT-MAN COSTUME JUST AS I'D STOLEN IT FROM CARL KAXTON--

"--AND, LIKE ME, HE ALSO MET DEFEAT AT THE HANDS OF DAREDEVIL!*

*DAREDEVIL #186.

I SUPPOSE THERE'S A CERTAIN IRONY IN THE FACT THAT--THE POWER OF STILT-MAN DOESN'T WORK FOR *ANYONE!*

SMALL COMFORT.

UH-OH! THE CASH FROM MY LAST HEIST IS RUNNING OUT!

NOT THAT I CARE ABOUT THE MONEY. I JUST WANT THE NAME OF STILT-MAN TO BE RESPECTED AND FEARED!

SUDDENLY...

TIGRA, THE FORMER AVENGER, JOINED FORCES WITH THE AMAZING *SPIDER-MAN* TODAY TO...

SPIDER-MAN?!

WHY? HE'S THE ONLY SUPER HERO I'VE EVER BEATEN-- AND YET, HE'S STILL MAKING HEADLINES WHILE I'VE BECOME... A JOKE!

IT ISN'T *FAIR!*

BUT...WHAT IF I WERE TO TROUNCE SPIDER-MAN AGAIN?

DAILY BUGLE
SPIDER MENACE
STILL

WOULDN'T THAT REVITALIZE MY REPUTATION AND ESTABLISH MY CREDENTIALS?

DAILY BUGLE
SPIDER MENACE

HMM. I'D HAVE TO VASTLY IMPROVE MY ARMOR. BUT HOW? I WAS NEVER MUCH OF A SCIENTIST...

WAIT! WHAT'S THIS? AN ARTICLE IN THE DAILY BUGLE'S SCIENCE SECTION?

YES. **YES!** THAT WILL DO IT!

BUGLE

THAT WILL MAKE STILT-MAN A FORCE TO BE FEARED!

ELSEWHERE, AT THAT PRECISE MOMENT...

I'VE BEEN WEB-SWINGING ALL DAY AND STILL HAVEN'T SEEN ANY SIGN OF ***DOCTOR OCTOPUS*** OR ***THE OWL!*** THEY MUST BE BOTH HARD AT WORK DIRECTING THEIR CITYWIDE GANG WAR!

R

*SEE ANY CURRENT ISSUE OF THE SPECTACULAR SPIDER-MAN FOR DETAILS!

GUESS THERE'S NOTHING MORE I CAN DO TONIGHT!

MIGHT AS WELL HEAD HOME.

HOME-- A WEST CHELSEA APARTMENT BUILDING, WITH WHAT'S LAUGHINGLY DESCRIBED AS "A VIEW OF THE RIVER"--

--BUT ONLY IF YOU LEAN OUT THE AIRSHAFT WINDOW AND STRETCH YOUR NECK!

AT LEAST IT'S CHEAP ENOUGH SO I CAN AFFORD BOTH IT AND MY GRADUATE SCHOOL EXPENSES...

...AND IT'S GOT A SNAZZY SKYLIGHT ENTRANCE THAT'S JUST PERFECT FOR THIS WEB-SLINGING SUPER HERO.

IT'S LATE--BUT I'VE GOT TO STUDY FOR MY FINAL EXAMS!

AND I MUSTN'T FORGET TO DEVELOP THE PHOTOS I SHOT EARLIER FOR THE *DAILY BUGLE!* WHEW!

I HAVE A FULL NIGHT STILL AHEAD OF ME!

BUT FIRST I'D BETTER CATCH A FEW HOURS OF SLEEP!

THE TELEPHONE!

BRRING

BRRING

HELLO? OH-- HI, AUNT MAY!

HOW'S YOUR NEW HALFWAY HOUSE DOING?

JUST FINE, PETER. THE OLD PLACE IS SHAPING UP NICELY. I THINK I'M GOING TO ENJOY BEING A LANDLADY.

WHEN WILL I SEE YOU AGAIN?

I'LL STOP BY TOMORROW, AUNT MAY-- I PROMISE! I'VE JUST HAD SO MUCH TO DO LATELY!

LIKE PASSING MY EXAMS AND TRYING TO STOP DOC OCK AND THE OWL FROM DESTROYING NEW YORK.

YOU ALWAYS DID PUSH YOURSELF TOO HARD, PETER.

WHY DON'T YOU RELAX AND TAKE A VACATION WHEN THE SEMESTER'S OVER?

A VACATION! BLESS HER DEAR HEART! BUT I JUST MIGHT TAKE HER ADVICE-- SOME YEAR!

MOMENTS LATER, PETER PARKER IS SOUND ASLEEP...

BRIGHT AND EARLY THE NEXT MORNING...

I'VE GOT TO DROP OFF MY FILM AT THE 'BUGLE'!

MY SHOTS OF THE OWL AND DOC OCK SHOULD EARN ME SOME BIG MONEY.

AND, WITH MY FINANCIAL WORRIES BEHIND ME, I CAN REALLY START TO CONCENTRATE ON MY STUDIES.

UH-OH! MY *SPIDER-SENSE* JUST KICKED ON!

THERE'S DANGER NEARBY...

I'M REACTING TO SOMETHING IN THE NEXT CAR!

IT'S STRONGEST AS I APPROACH THAT MOUSY LITTLE GUY WHO'S CLUTCHING HIS BRIEFCASE!

I CAN'T BELIEVE THAT *HE'S* THE THREAT!

I USUALLY TRUST MY SPIDER-SENSE IMPLICITLY-- BUT MAYBE IT'S DUE FOR A TUNE-UP!

THE SUBWAY TRAIN ROLLS INTO THE STATION.

AW, WHAT THE HECK? IT CAN'T HURT TO SLAP A SPIDER-TRACER ON THAT GUY!

BUT, EVEN BEFORE PETER PARKER CAN ACT...

HUH? SPIDER-SENSE IS GOING OFF AGAIN -- WARNING ME OF DANGER FROM BEHIND!

SOMEBODY'S PICKING MY POCKET!!!

STOP, THIEF!

I DON'T GET IT! THAT GUY SHOULDN'T HAVE FELT ME SLIP THAT WALLET! SO HOW'D HE KNOW--?

I SAID.. STOP!

HOLY SMOKES! I-I CAN'T MOVE! I'M STUCK!!

THE PORES OF MY FINGERTIPS ACT LIKE INCREDIBLY POWERFUL SUC-TION-CUPS!

ONCE I GRIP SOMEONE, HE STAYS GRIPPED!

BUT, IN THE ENSUING PANDEMONIUM, WILBUR DAY UNOBTRUSIVELY SLIPS AWAY...

AND, MOMENTS LATER...

DID YOU GET YOUR WALLET BACK, KID?

I SURE DID, OFFICER.

Do You Need INSURANCE?

WHAT YOU DID WAS BRAVE... BUT FOOLISH!

JUST YELL NEXT TIME -- AND LET *US* DO THE CATCHING!

I STILL DON'T SEE HOW--

THAT TRANSIT COP'S RIGHT. I MIGHT HAVE GOTTEN HURT--IF I WERE ANYONE BUT *SPIDER-MAN!*

HMM! MY SPIDER-SENSE IS QUIET NOW-- AND THE MOUSY GUY HAS VANISHED! I WONDER--?

BUT, EVEN AS PETER PARKER TURNS HIS ATTENTION TO OTHER MATTERS, WILBUR DAY APPROACHES THE GATES OF **CORDCO**, A SUBSIDIARY OF STARK INTERNATIONAL...

DO YOU HAVE AN APPOINTMENT, SIR?

CORD 20-5

STOP

NO, I DON'T HAVE AN APPOINTMENT. I DON'T NEED ONE. YOU SEE, I HAVE...

...THIS!

:KOFF-KOFF: GAS EXPLODING FROM YOUR BRIEFCASE--!

SOON...

BY THE TIME THE SHIFT CHANGES, I'LL HAVE GOTTEN WHAT I CAME FOR.

THEN THE STILT-MAN WILL STRIDE AGAIN.'

WILBUR SUCCESSFULLY AVOIDS FURTHER ENCOUNTERS WITH CORDCO'S SECURITY STAFF, AND SOON FINDS HIMSELF...

...IN THE RESEARCH AND DEVELOPMENT LABS...

IT'S EVERY BIT AS TECHNOLOGI-CALLY ADVANCED AS THE 'BUGLE' ARTICLE STATED.

BUT THEN-- WHY NOT? TONY STARK IS THE INVEN-TIVE GENIUS BEHIND CORDCO!

CONTROL

YET EVEN STARK WOULD NEVER DREAM THAT WILBUR DAY WOULD PUT HIS DESIGNS TO SUCH SINISTER PUR-POSES.

WILBUR GETS TO WORK...

MEANWHILE, AN HOUR'S DRIVE AWAY, AS THE SUN SETS OVER STARK INTERNATIONAL'S MAIN COMPLEX ON LONG ISLAND...

MR. MARTINELLI! WE'VE GOT TROUBLE!

WHAT'S THE PROBLEM, DEMMING?

I PUT IN A CALL TO BLAKE AT OUR CORDCO PLANT IN LONG ISLAND CITY. HE DIDN'T ANSWER.

HE COULD HAVE STEPPED AWAY FROM HIS POST FOR A MINUTE OR TWO...

NO! BLAKE'S AN OLD HAND. HE WOULD HAVE MADE SURE THAT HIS SHIFT WAS COVERED. I'LL CHECK IT OUT PERSONALLY. NO NEED TO TELL MR. STARK ABOUT IT... YET.

*MINUTES LATER, AS VIC MARTINELLI TRAVELS THE LONG ISLAND EXPRESSWAY, HIS FIAT PASSES THE FOREST HILLS HOME OF **MAY PARKER**, WHERE A DINNER IS IN PROGRESS... BOARDINGHOUSE STYLE.*

AUNT MAY, YOU'RE STILL THE BEST COOK IN THE WORLD.

AH, BUT MR. CHEKOV COOKED TONIGHT, PETER.

WE'LL ALL TAKE TURNS.

THUS, EACH MEAL IS A TRUE ADVENTURE!

WELL, SINCE THIS IS A COOPERATIVE EFFORT, I GUESS I'LL PITCH IN AND HELP WITH THE DISHES.

THAT'S ***OUR*** JOB, TONIGHT, PETER!

SOPHIE AND I WON'T HAVE THE YOUNGER GENERATION GETTING IN OUR WAY!

AUNT MAY'S IDEA OF RUNNING A HALFWAY HOUSE FOR OLDSTERS IS WORKING OUT LIKE A DREAM. IT'S BEEN YEARS SINCE I'VE SEEN HER SO HAPPY.

BUT THAT ISN'T GOING TO HELP HER PAY THE MORTGAGE AND TAXES ON THIS PLACE.

WHY THE LONG FACE, PETE?

NO REAL REASON, NATHAN-- I JUST HAVE A FEW THINGS ON MY MIND AT THE MOMENT.

GET RID OF THEM-- BY GOING OUT AND TAKING CARE OF THEM!

TROUBLE WITH THE WORLD TODAY-- IS THAT PEOPLE SPEND TOO MUCH TIME THINKING--AND NOT ENOUGH TIME DOING!

LOOK AT YOUR AUNT! SHE'S GOT SOMETHING TO DO...

AND SHE LOOKS BETTER THAN EVER!

YOU'RE RIGHT, NATHAN--HAVING A GOAL DOES MAKE LIFE A LOT BRIGHTER.

AND MY GOAL IS TO HELP AUNT MAY ATTAIN HERS!

PETER LEFT IN SUCH HIGH SPIRITS, NATHAN. WHAT DID YOU SAY TO HIM?

JUST A LITTLE PEP TALK, MY DEAR! IF PETER TAKES IT TO HEART--

-- HE'LL GO FAR!

BUT PETER PARKER HAS ALREADY GONE AS FAR AS HIS SLENDER WEB-LINE WILL CARRY HIM.

NATHAN'S RIGHT. GETTING TOO ABSORBED IN YOUR PROBLEMS BOGS YOU DOWN.

IF AUNT MAY NEEDS MONEY--

-- I'LL SEE THAT SHE GETS IT!

THE *DAILY BUGLE* PAYS TOP DOLLAR FOR PIX OF SPIDER-MAN IN ACTION!

SO, LIKE THE MAN ONCE SAID: LIGHTS, CAMERA...

...ACTION!

PERRY'S SHOES

COMING SOON THE NEW MUTANTS!

HEY, THAT *STARK INTERNATIONAL* SECURITY VAN MAY BE JUST WHAT I ORDERED! THEY DON'T TRAVEL THAT FAST UNLESS THERE'S TROUBLE!

VRROOOOM

STARK INTERNATIONAL

SILENTLY SHADOWING THE SPEEDING VEHICLE, SPIDER-MAN FOLLOWS IT TO THE **CORDCO** FACILITY IN LONG ISLAND CITY.

STARK INTERNATIONAL

LOOKS LIKE A SECURITY CONVENTION! WONDER WHY THEY'RE ASSEMBLING OUT HERE INSTEAD OF GOING IN?

THE PLANT'S SEALED OFF? BUT HOW?!

MR. MARTINELLI, AN INTRUDER GASSED BLAKE--AND MADE IT TO THE RESEARCH AND DEVELOPMENT LAB! FROM THERE, HE CAN CONTROL ACCESS TO THE ENTIRE PLANT.

OF ALL THE SLIPSHOD SECURITY SYSTEMS! BRING OUT THE HARDWARE, BOYS!

WE'LL BLAST OUR WAY IN THROUGH THE FRONT DOOR, IF NECESSARY.

THAT WILL TAKE YOU TIME, FRIEND--

--WHILE SLIPPING DOWN A CONVENIENTLY-LOCATED AIRSHAFT WILL ONLY TAKE ME SECONDS!

I'LL GET BETTER ACTION PICTURES IF I'M THE FIRST ONE ON THE SCENE!

MEANWHILE, INSIDE THE RESEARCH AND DEVELOPMENT LAB...

NEW HYDRAULIC LIFTS--STRONGER, SWIFTER THAN EVER!

THESE CORDCO MACHINES ARE FANTASTIC! ALL I NEED DO IS PROGRAM THEM--

--AND THEY IMMEDIATELY BEGIN CRAFTING NEW ALLOY ARMOR FOR ME!

THE REST OF MY NEW STILT-MAN COSTUME WON'T BE READY FOR SOME TIME--

-- SO I'LL TEST THE LEG-UNITS DOWN HERE WHERE THERE'S PLENTY OF ROOM!

WITH A SLIGHT PRESSURE ON A HIDDEN CONTROL STUD, WILBUR DAY INSTANTLY INCREASES HIS HEIGHT FROM FIVE FOOT SEVEN--TO THIRTY FEET PLUS!

NOT BAD! OF COURSE, I'D BE IMPRESSED, STILT-MAN... IF IT WASN'T STILL SUCH A SILLY GIMMICK!

SPIDER-MAN!

H-HOW DID YOU KNOW I WAS PLANNING YOUR DEMISE?

YOU'VE GOT TO BE KIDDING! I'M DOWNRIGHT SURPRISED TO FIND YOU HERE!

IN FACT, I DOUBT I'D EVEN RECOGNIZE YOU--

--IF NOT FOR YOUR DISTINCTIVE STRETCH SOCKS!

WHAT'D I DO TO RANK NUMBER ONE ON YOUR HATE PARADE?

I DEFEATED YOU YEARS AGO--MY ONLY REAL VICTORY...

...YET NEVER RECEIVED ANY RECOGNITION FOR IT!

I MEAN TO RECTIFY THAT OVERSIGHT, TODAY!

SURE! SEE HOW FAR YOU GET WITH YOUR HAMSTRINGS HOBBLED!

HEY! YOU SHOT RIGHT THROUGH MY WEB-BING!

OF COURSE! YOUR WEBBING CANNOT STICK TO MY SPECIALLY-DESIGNED SILICONE-COATED LEG-UNITS!

HEY, WHERE ARE YOU GOING? THE FUN'S JUST START-ING!

NO, WALL-CRAWLER! I HAVE NO DESIRE TO CONTINUE THIS BATTLE--UNTIL THE REST OF MY STILT-MAN COSTUME IS COMPLETED!

AND I KNOW HOW TO KEEP YOU AWAY FROM ME UNTIL THEN!

I CAN CONTROL THE ENTIRE CORDCO COMPLEX FROM WITHIN THIS MASTER-COMPUTER-CHAMBER!

I CAN PROGRAM THE FACTORY ITSELF TO BECOME AN AUTOMATED DEATH-TRAP-- DIRECTED TOWARD THE COMPLETE DESTRUCTION OF SPIDER-MAN!

HEY!

I'M IN TROUBLE!

MY SPIDER-SENSE IS WARNING ME WHERE TO LEAP--

--AND MY SPIDER-AGILITY IS KEEPING ME IN ONE PIECE!

-- BUT I CAN TWIST AND TURN ONLY SO MANY WAYS, AND DANGER'S COMING FROM EVERYWHERE AT ONCE!

GOT TO KEEP MOVING!

CAN'T SLOW DOWN--NOT EVEN FOR AN INSTANT!

AMAZING! SPIDER-MAN IS JUST A LITTLE GUY--NOT MUCH BIGGER THAN ME--

--AND YET HE'S HOLDING HIS OWN AGAINST AN ENTIRE FACTORY PROGRAMMED TO DESTROY HIM!

" IN FACT, HE'S DOING BETTER THAN THAT!

" I-IT ALMOST LOOKS LIKE HE'S WINNING--LIKE HE'S GOING TO TURN THE TABLES ON THOSE AUTOMATED ASSASSINS. "

THERE! HAVE TO MAKE THAT TANK-UNIT THINK IT'S GOT ME IN ITS SIGHTS--

FROOSH FROOSH

FROOSH

--ONLY TO GIVE IT THE SLIP AT THE LAST INSTANT!

THOSE MISSILES SHOULD MAKE QUITE A MESS WHEN THEY HIT THE REST OF THE MACHINES IN HERE!

WHOOPS! SPOKE TOO SOON! THE MISSILES ARE LOCKED ONTO ME!

SO I GUESS I'LL HAVE TO PLAY "TARGET"...

...AND LEAP ASIDE A SECOND BEFORE IMPACT!

THE MISSILES ERUPT THROUGH THE WALLS.

AND THEN--

NOW FOR STILT-MAN!

I'M READY FOR YOU, SPIDER-MAN! MY COSTUME IS COMPLETE AT LAST!

AND THIS TIME, I'M DEADLIER THAN EVER!

GAS, STILTS?

YOU TRIED THAT TRICK ON ME ONCE BEFORE!

IT WORKED THEN... BUT I'D BE PRETTY LAME IF I FELL FOR THE SAME STUNT TWICE,

YOU'RE HOLDING YOUR BREATH?

NO MATTER! I HAVE AN AIR-PURIFIER IN MY ARMOR--BUT YOU MUST INHALE SOMETIME!

MY-- AREN'T WE PERCEPTIVE?

YOU'RE RIGHT, STILTS!

I CAN HOLD MY BREATH A LONG TIME-- BUT NOT FOREVER!

BUT IT WON'T TAKE ME THAT LONG TO FIND THE EXHAUST FANS THAT VENTILATE THIS LAB!

STAY BACK, SPIDER-MAN -- I'M WARNING YOU! I WON'T BE TAKEN WITHOUT A FIGHT!

HOLY SMOKES! THAT DEVICE AIMING ITSELF AT STILT-MAN --I RECOGNIZE IT! IT'S A SONIC DISRUPTOR!

I DON'T KNOW IF ITS BLAST WILL KILL HIM THROUGH HIS ARMOR--BUT I CAN'T JUST STAND BY AND FIND OUT!

STILT-MAN -- LOOK OUT!

WHAT? IS THIS SOME KIND OF TRICK--?

THE DISRUPTOR THAT WILBUR DAY HAD HIMSELF SET IN MOTION, FIRES--

-- CATCHING THE AMAZING SPIDER-MAN WITH ITS FULL FORCE.

SECONDS LATER, AS THE STILT-MAN DISMANTLES THE DISRUPTOR BEFORE IT CAN FIRE AGAIN.

SPIDER-MAN TOOK A BLAST AIMED AT ME! H-HE MAY HAVE SAVED MY LIFE!

BUT THERE WAS NO ONE HERE TO WITNESS...

HE'S LYING UNCONSCIOUS AT MY FEET.

I COULD SQUASH HIM NOW AND CLAIM VICTORY! NO ONE WOULD EVER KNOW!

NO ONE BUT *ME!*

A SHORT WHILE LATER...

WE'RE ALMOST THROUGH THE DOORS, MR. MARTINELLI!

KEEP AT THEM! WE'VE GOT TO GET INSIDE!

I WANT...

THOOM THOOM

FOOTSTEPS.

VERY LOUD FOOTSTEPS.

THROOM

IT'S THAT *STILT-MAN* AND HE'S CARRYING *SPIDER MAN!?!*

YOU OWE THIS WALL-CRAWLER A VOTE OF THANKS.

IF IT HADN'T BEEN FOR HIM, I WOULD HAVE PROBABLY LEVELLED YOUR STUPID PLANT.

I DON'T HAVE THE STOMACH FOR THAT NOW.

TELL HIM WE'RE *EVEN*, WHEN HE COMES TO!

IGNORING THE SECURITY STAFF--AND THE BULLETS THAT SHRIEK OFF HIS ARMOR, THE STILT-MAN TURNS AND STRIDES AWAY...

... AS ONLY HE CAN.

LEAVING BEHIND A REVIVING SPIDER-MAN AND A MYSTIFIED VIC MARTINELLI...

DO YOU KNOW WHAT HE MEANT, WEB-SLINGER--ABOUT YOU TWO BEING EVEN ?

I SAVED STILT-MAN'S LIFE IN THERE, FRIEND... AND, IN RETURN, HE DIDN'T TAKE MINE.

STARK

INTERNATI

FUNNY WAY OF EVENING THE ODDS, HUH ?

YEAH... FUNNY.

END

NEXT ISSUE: AN **OLD** GIRLFRIEND (GUESS WHO) MAKES A BRIEF APPEARANCE--AND A **NEW** VILLAIN ENTERS THE SCENE!

SHADOW OF EVILS PAST!

DON'T MISS IT!

$1.00 CC 16 1982 02921

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

KING-SIZE ANNUAL!

the AMAZING SPIDER-MAN®

PRESENTING: THE EXCITING ORIGIN OF THE ALL-NEW, ALL-DIFFERENT, ALL-TERRIFIC... CAPTAIN MARVEL!

J.R. J.R.+ J.R.SR.

YEARS AGO, PETER PARKER WAS JUST AN ORDINARY, AVERAGE TEENAGER WITH AN ABOVE-AVERAGE I.Q.

BUT THAT WAS BEFORE HE WAS BITTEN BY A RADIOACTIVE SPIDER, AND TRANSFORMED INTO...

the AMAZING SPIDER-MAN

TRULY AMAZING ARE HIS POWERS! HE CAN LIFT FORTY TIMES HIS OWN WEIGHT... LEAP THREE STORIES INTO THE AIR... CLING TO ANY SURFACE LIKE SOME GREAT HUMAN SPIDER.

BUT THE MOST UNCANNY POWER OF ALL IS HIS AMAZING **SPIDER-SENSE** WHICH WARNS HIM OF IMPENDING DANGER--

--AND ALERTS HIM TO ANY-THING... OR ANYONE OUT OF THE ORDINARY!

"WHO'S THAT LADY?"

STAN LEE PRESENTS ANOTHER MARVEL MILESTONE!
PLOTTED & SCRIPTED BY ROGER STERN DRAWN BY JOHN ROMITA JR. & JOHN ROMITA SR.
LETTERED BY JIM NOVAK COLORED BY STAN GOLDBERG EDITED BY TOM DeFALCO
TRAVEL RESERVATIONS BY JIM SHOOTER PROUD WIFE & MOM: VIRGINIA ROMITA

WOW! I'VE NEVER SEEN ANYONE LIKE HER BEFORE... NOT IN THE PORT AUTHORITY BUS TERMINAL!

SHE'S... *STUNNING!*

YEAH...

...SO WHY AM I GETTING A SPIDER-SENSE TINGLE FROM HER?

I CAN'T BELIEVE THAT SHE'D PRESENT ANY SORT OF THREAT... BUT MY SPIDER-SENSE NEVER REACTED TO OUT-AND-OUT BEAUTY BEFORE!

GEE, IF ONLY I DIDN'T HAVE TO MEET LIZ AND HARRY OSBORN'S BUS! THEY SO SELDOM GET INTO THE CITY ANYMORE THAT--*HEY!*

IT'S EARLIER THAN I THOUGHT! THEIR BUS WON'T ARRIVE FOR ANOTHER 15 MINUTES! PUH-LENTY OF TIME--

--TO CHECK OUT THIS LOVELY LADY! FROM A DISCREET DISTANCE, OF COURSE!

DON'T WANT HER TO THINK I'M SOME SORT OF PERVERT.

"WHOOPS! SHE'S DEFINITELY AN OUT-OF-TOWNER! NATIVE NEW YORKERS KNOW BETTER THAN TO STROLL THROUGH THIS NEIGHBORHOOD--"

--ESPECIALLY DRESSED AS WELL AS SHE IS! SHE'S PRACTICALLY ASKING TO BE MUGGED!

WELL... CAN'T LET THAT HAPPEN, CAN WE?

METHINKS I'LL PLAY GUARDIAN ANGEL UNTIL THE LADY'S SAFELY TO HER DESTINATION!

I'LL JUST STICK MY STREET GEAR UP ON THIS ROOFTOP. NO ONE'S LIKELY TO STUMBLE ACROSS IT HERE.

BUT, EVEN AS PETER CHANGES IDENTITIES...

HEY, SCUD-- LOOK WHAT'S COMIN'!

'EY, CHICKEE-CHICKEE, BABEE! WHY YOU WALK SO RIGHTEOUS, MAMA! C'MON, LE'TS PARTY! *MM-MM-MM!*

YOU CAN PARTY, MOJO...

...ME, I GOT PEOPLE TO SEE... STUFF TO BUY!

SNUK

MY PURSE!

YOU FILTHY CREEP! GIVE IT BACK!

UH-UH, MAMA! YOU WANT IT, YOU'LL HAVE TO COME TAKE IT!

YOU THINK I WON'T?

ACTUALLY, WE WAS HOPIN' YOU WOULD! NOW, WHY DON'T YOU BE NICE TO OL' MO--

--JO?!?

...25... 30... 50...

WHAM

HEY!

LOOKS LIKE YOU FOUND US A ROUGH ONE, MOJO!

SNIK

DON'T BOTHER ME NONE!

WHY DON'T YOU DO US BOTH A FAVOR, SUGAR, AND MAKE NICE--

--WHILE YOU'RE STILL PRETTY ENOUGH TO-- HUH?

HOW'D YOU MOVE SO FAST?

YOU WOULDN'T BELIEVE ME IF I TOLD YOU... SUCKER!

GAAA=

BESIDES, I DON'T HAVE TIME FOR TOO MANY EXPLANATIONS!

=GNNGH=

CRIMENY! I AIN'T NEVER SEEN ANYONE FLATTEN MOJO BEFORE!

I AIN'T TANGLIN' WITH *THAT* LADY!

WHAT'S YOUR HURRY, DOG-BREATH?

UH-OH.

A DEGENERATE LIKE YOU SHOULDN'T RUN SO HARD! IF YOU DON'T WATCH OUT--!

TSK-TSK! LOOK AT THAT ... YOU RAN RIGHT INTO MY FIST!

BOP

SO MUCH FOR THOSE TWO.

THE LADY LOOKS OKAY ... BUT MY SPIDER-SENSE IS BUZZING MORE THAN EVER!

WHY?! SHE'S A GOOD FIGHTER, BUT SHE'S SURELY NO DANGER TO ME!

CART

MAYBE IF I COME RIGHT OUT AND CONFRONT HER--!

HEY, LADY, YOU HANDLE YOURSELF--

--PRETTY--

IT HAPPENS IN A SPLIT-SECOND!

EVEN BEFORE SPIDER-MAN'S FEET CAN TOUCH THE GROUND...

...EVEN AS HIS SPECIAL SENSES TELL HIM THAT HE'S MADE A SERIOUS MISTAKE...

...A SUDDEN BURST OF PURE FORCE SENDS HIM FLYING!

--WELL≡

OMIGOD, WHO DID I--? IT'S SPIDER-MAN! I'VE READ ABOUT HIM... HE'S SOME SORT OF OUTLAW ADVENTURER!

I DIDN'T MEAN TO--! I THOUGHT IT WAS THE OTHER MUGGER BEHIND ME... I JUST REACTED INSTINCTIVELY! I COULD'VE KILLED HIM!

LOOKS LIKE HE'LL BE OKAY!

IF I CAN'T GET THIS POWER OF MINE UNDER CONTROL SOON, THE WHOLE WORLD COULD BE IN TROUBLE!

I MIGHT AS WELL DITCH THIS PANT-SUIT. IT'S RUINED ANYWAY!

CHOOM

I PROBABLY SHOULD HAVE SHUCKED DOWN TO MY WORKING CLOTHES AS SOON AS I HIT THE CITY--

--BUT THIS IS STILL SO NEW TO ME!

AS WELL AS IT FITS--

--I STILL FEEL UNCOM-FORTABLE ABOUT WEARING THIS GETUP IN PUBLIC!

OH, WELL, AT LEAST IT HAS A POCKET FOR ME TO STASH MY CASH AND KEYS!

OHHH! I FEEL LIKE I'VE BEEN DANCED ON BY THE ENTIRE CAST OF "A CHORUS LINE"!

THIS'LL TEACH ME TO PAY STRICTER ATTEN-TION TO MY SPIDER--

KLA-BOOM

--SENSES?

I MUST STILL BE PUNCHY!

I COULD HAVE SWORN I SAW A LADY IN A FUNKY COSTUME TURN INTO A BOLT OF LIGHTNING... BUT THAT'S IMPOSSIBLE.

YEAH, SO ARE GROWN MEN WHO STICK TO WALLS!

IN AN INSTANT, SPIDER-MAN SKITTERS UP THE BUILDING, BUT...

NO SIGN OF LADY OR LIGHTNING, BUT THE EMPIRE STATE BUILDING'S SUDDENLY LIT UP LIKE THE FOURTH OF JULY!

SHE COULDN'T BE THAT FAST... COULD SHE?

WHO AM I UP AGAINST HERE? AND DO I REALLY WANT TO FIND OUT?

HIGH ABOVE THE NOISE AND CONFUSION OF THE CITY SHE STANDS, HER FORM AGLOW WITH POWER BEYOND MAN'S WILDEST DREAMS!

CALL HER... CAPTAIN MARVEL!

TO THE NORTH, MIDTOWN MANHATTAN STRETCHES OUT BEFORE HER, LIKE A HUMBLE PEASANT BOWING BEFORE ITS QUEEN.

IT'S EVEN BIGGER THAN I'D IMAGINED... SO MANY PEOPLE! AND THE STREETS! THEY'RE ALMOST LIKE CANYONS!

IT'S SO DIFFERENT FROM HOME... SO DIFFERENT FROM NEW ORLEANS...

NEW ORLEANS ...THE FABLED CRESCENT CITY.

TO MOST OUTSIDERS, NEW ORLEANS MEANS JUST ONE THING... MARDI GRAS!

BUT THIS GRACIOUS SOUTHERN METROPOLIS IS MUCH MORE THAN AN ANNUAL CARNIVAL.

HERE THE OLD AND THE NEW DON'T JUST MEET, THEY MINGLE... FROM THE OLD WORLD CHARM OF THE FRENCH QUARTER--

...TO THE STARK LINES OF THE HEADQUARTERS BUILDING OF THE NEW ORLEANS HARBOR PATROL ON THE BANKS OF THE MISSISSIPPI.

IT IS HERE THAT THE SAGA OF CAPTAIN MARVEL BEGAN--

--JUST WEEKS AGO IN THE OFFICE OF THE HARBOR-MASTER.

ALL RIGHT, LT. RAMBEAU, WHAT'S THIS YOU WANTED TO SEE ME ABOUT?

MY PROMOTION, SIR... OR LACK OF SAME. I WAS PASSED OVER AGAIN. I'D LIKE TO KNOW WHY.

COME ON, RAMBEAU, YOU KNOW WE ONLY HAD FOUR CAPTAINCIES TO FILL THIS YEAR.

AND I WAS BETTER QUALIFIED THAN ANY OF THE MEN CHOSEN! WHY WAS I PASSED OVER?!

IF YOU MUST KNOW, IT'S BECAUSE YOUR METHODS ARE TOO... UNORTHODOX! I GO BY THE BOOK, MONICA, AND I EXPECT MY MEN TO DO THE SAME!

YOUR MEN! THAT'S THE REAL ISSUE, ISN'T IT? YOU DON'T WANT TO SEE A WOMAN IN CHARGE OF A PATROL BOAT!

I'LL PRETEND I DIDN'T HEAR THAT ACCUSATION, RAMBEAU!

HP

HP

DIS-MISSED!

OH, AND RAMBEAU... I DON'T WANT TO HEAR ANY OF YOUR SMART REMARKS ECHOED IN THE NEWS MEDIA THIS TIME!

DON'T WORRY, SIR. NOTHING I DO WILL MAKE THE PATROL LOOK BAD.

UH-OH, LOOKS LIKE MONICA'S ON THE WARPATH AGAIN!

FINE THING! I SWEAT AND SLAVE FOR THIS OUTFIT, AND WHAT THANKS DO I GET?

"I'LL PRETEND I DIDN'T HEAR THAT..." SANCTIMONIOUS OLD TYRANT!

I HAVE HALF A MIND TO --OH!

MONICA RAMBEAU?

YES?

I AM PROFESSOR ANDRE LECLARE. YOUR GRANDFATHER AND I WERE IN THE WAR TOGETHER.

PROFESSOR--! OF COURSE! GRANDFATHER ALWAYS SPOKE HIGHLY OF YOU! WHAT BRINGS YOU TO THE STATES?

FEAR, MON AMIE, AND GUILT.

SOUNDS OMINOUS! ANYTHING I CAN DO TO HELP?

THAT IS MY HOPE. ARE YOU AWARE OF MY WORK IN ADVANCED PHYSICS?

I'M AFRAID NOT, COFFEE?

NO THANK YOU.

I'M CONSIDERED A BIT OF A CRACKPOT. ONLY ONE MAN EVER LISTENED TO MY THEORIES...

"...GENERALISSIMO ERNESTO RAMIREZ, THE SOUTH AMERICAN DICTATOR. PERHAPS I SHOULD HAVE BEEN CHOOSIER ABOUT MY EMPLOYERS, BUT ONLY HE OFFERED TO FUND MY RESEARCH.

"I HAD DEVISED A PROCESS FOR DRAWING ENERGY FROM OTHER UNIVERSES... OTHER DIMENSIONS! I WAS ON THE VERGE OF A BREAKTHROUGH WHEN I DISCOVERED THAT RAMIREZ INTENDED TO USE MY DISCOVERY FOR A WEAPON!

"I FOOLISHLY TRIED TO DISSUADE HIM. EVENTUALLY, I HAD TO FLEE HIS COUNTRY FOR MY LIFE.

"THAT, I THOUGHT, WAS THE END OF IT. NOT SO. RAMIREZ HIRED MY FORMER ASSISTANT, FELIPE PICARO, TO CONTINUE MY WORK ON AN OLD OIL RIG IN THE GULF OF MEXICO.

"THERE, I BELIEVE PICARO IS BUILDING A DEVICE WHICH WILL MAKE THE ATOMIC BOMB LOOK LIKE A WET MATCH. BUT I CAN'T MAKE ANYONE IN YOUR GOVERNMENT BELIEVE ME!

I CAN UNDERSTAND WHY! EXTRA-DIMENSIONAL ENERGY?!? SOUNDS LIKE SOMETHING OUT OF A SCIENCE FICTION STORY!

AND SO, I AM HERE. YOU ARE MY LAST HOPE, LIEUTENANT. AS A FRIEND OF YOUR FATHER'S FATHER, I APPEAL TO YOU FOR AID!

WELL... UH... I DON'T KNOW. THIS SOUNDS... AH... PRETTY BIG. WHAT DO YOU EXPECT *ME* TO DO?

FRANKLY, I'M NOT SURE. I WAS HOPING YOU COULD THINK OF SOME WAY TO CONVINCE THE AUTHORITIES. I HAD HEARD THAT YOU TEND TO APPROACH THINGS IN A LESS ORTHODOX MANNER THAN MOST.

YOU'RE NOT THE ONLY ONE WHO'S MADE THAT OBSER-VATION.

MONICA

HMM... MAYBE I CAN THINK OF SOMETHING. AFTER ALL, I HAVE TOMORROW OFF...AND IT *IS* THE LEAST I COULD DO FOR AN OLD FRIEND OF THE FAMILY.

THE NEXT MORNING...

THIS BOAT IS ...EXTRA-ORDINARY!

YES, SHE DOES HANDLE NICELY... BELONGS TO A FRIEND OF MINE.

THAT OIL RIG IS NEARLY IN SIGHT, SO LET'S REVIEW MY PLAN, SHALL WE?

YOU'RE TO STAY BELOW WHILE I GO ON BOARD THE RIG.

IF ANYTHING STRIKES ME AS SUSPICIOUS, WE'LL HIGHTAIL IT OUT OF THERE AND VISIT MY FRIENDS IN THE COAST GUARD.

YOU ARE A VERY BRAVE YOUNG LADY, MONICA.

ME? NONSENSE! I TOOK MY JOB TO SERVE AND PROTECT, DIDN'T I?

AH, THERE'S OUR TARGET, DEAD AHEAD... ROXXON OIL TOWER #25, PRESENTLY LEASED TO A "GUARINA PETROCHEMI-CALS LTD."

HAH! I AM CER-TAIN THAT IS JUST A DUMMY CORPORATION, SET UP BY RAMIREZ!

WELL, PROFESSOR, THAT'S WHAT WE'RE HERE TO FIND OUT! NOW, GET BELOW!

OUI, MON CAPITAINE!

CAPTAIN? DON'T I WISH!

I MUST BE CRAZY TO HAVE LISTENED TO THE PROFESSOR'S FANTASIES! I DON'T HAVE ANY AUTHORITY THIS FAR OUT IN THE GULF, AND EVEN IF I DID, I DON'T HAVE AN OFFICIAL BACKING!

STILL, HE IS AN OLD DEAR, AND IT WON'T DO ANY HARM TO HUMOR HIM.

AHOY, THE BOAT! THIS IS PRIVATE PROPERTY! YOU CANNOT TIE UP HERE!

TIME TO GO INTO MY ACT!

HEL-LO-HO! I'M SORRY, HAS ROXXON CHANGED ITS POLICIES?

ROXXON HAS LEASED THIS TOWER TO US. THIS IS A HIGH SECURITY ZONE--

--YOU MUST LEAVE AT ONCE!

OH, DARN! THE OLD CREW ALWAYS LET ME PICNIC ON THEIR 'COPTER PAD! AND IT'S SOOO NICE AND SUNNY TODAY!

CARAMBA!

UH... SERGEANT, COULDN'T WE MAKE AN EXCEPTION?

WELL...

BY ALL MEANS, SERGEANT--

--ESCORT THE YOUNG LADY TO THE PAD AT ONCE!

I WILL ACCEPT FULL RESPONSIBILITY!

AS YOU WISH, DR. PICARO!

STEP ONE ACCOMPLISHED. AND DR. PICARO IS HERE, JUST LIKE THE PROFESSOR SAID. MAYBE THERE'S SOMETHING TO HIS STORY.

SHORTLY, ON THE PAD...

THANK YOU FOR LETTING ME UP HERE, DR. PICARO.

YOU MAY CALL ME FELIPE, MONICA. I DO HOPE YOU'LL ALLOW ME TO JOIN YOU. IT'S BEEN SO LONG SINCE I'VE ENJOYED A... PICNIC.

SOMETIME LATER...

I WISH HE'D STOP STARING AT ME THAT WAY. IT'S LIKE HE CAN LOOK RIGHT INSIDE ME!

I... I'VE NEVER SEEN SUCH A CLEAN OIL RIG, FELIPE! HOW EVER DO YOU DO IT?

ACTUALLY, WE ARE EXPERIMENTING MORE WITH ALTERNATIVE ENERGIES HERE, MONICA. BUT THAT IS NOT IMPORTANT. WHAT I'D LIKE TO KNOW...

WOOP-WOOP-WOOP-WOOP

WOOP

EH? THE INTRUDER ALARM!! GUARDS, GET TO YOUR POSTS IMMEDIATELY! SEAL OFF THE TOWER AT ONCE!

INTRUDER--? OH, NO...

...IT'S THE PROFESSOR! IT HAS TO BE! IT WOULD BE TOO BIG A COINCIDENCE FOR ANY OTHER "INTRUDERS" TO BE NEARBY!

WOOP-WOOP-WOOP

FELIPE, WAIT! D-DON'T LEAVE ME HERE ALONE! I'M FRIGHTENED!

WHAT'S GOING ON? IS THERE ANY DANGER?

EH?

PERHAPS THERE *IS* DANGER... AND PERHAPS YOU HAVE BROUGHT IT AMONG US!

YES, I THINK YOU KNOW SOMETHING ABOUT THIS! COME, WE SHALL BOTH GO SEE WHO OUR INTRUDER IS!

MOMENTS LATER...

FORGIVE ME, MONICA! I THOUGHT THERE WAS SOME CHANCE OF RENDERING THE MECHANISM INACTIVE!

SO, THE LEARNED PROFESSOR! AND I SEE YOU *DO* KNOW EACH OTHER!

PICARO, YOU MUSTN'T USE THIS DEVICE! YOU DON'T UNDERSTAND THE FORCES INVOLVED!

I UNDERSTAND PERFECTLY, LECLARE! MY ENERGY DISRUPTOR, POWERED BY THE FRUITS OF YOUR THEORY, CAN TOTALLY OBLITERATE ANY CITY WITHIN 2000 MILES!

NO! THE POWER IS TOO UNSTABLE TO BE CONTROLLED!

TOO UNSTABLE FOR YOU, PERHAPS, BUT NOT FOR THE GENIUS OF PICARO! I HAVE PROVEN MYSELF YOUR BETTER, LECLARE! I HAVE CREATED A MACHINE--

--WHICH WILL CHANGE THE BALANCE OF POWER IN THE WORLD FOR ALL TIME!

IT IS ONLY FITTING THAT YOU OBSERVE MY FIRST TEST! I THINK THE GOVERNMENT OF THE UNITED STATES WILL BE IMPRESSED--

--WHEN THEIR FORT BENNING, GEORGIA, SUDDENLY CEASES TO EXIST!

HE'S SERIOUS! HE ACTUALLY BELIEVES HE CAN DO IT!

GNARRGH!

ONE SIDE, FELIPE! I DON'T KNOW WHO'S CRAZIER HERE, YOU OR ME--

--BUT IF THIS CONTRAPTION HAS EVEN A SNOWBALL'S CHANCE OF DOING WHAT YOU SAY IT CAN, I AIM TO SEE IT BUSTED!

KRAK

K-ZAK

FRAGILE SILICON GRIDS SPLINTER UNDER MONICA'S SURPRISE ATTACK...CIRCUITS CROSS AND MELT! AND THEN, EVEN BEFORE THE GUARDS CAN BEGIN TO REACT...

BOOM

AN INSTANT LATER, ON THE WATERFRONT IN NEW ORLEANS...

NO ONE NOTICES THE STREAK OF ENERGY WHICH ARCS DOWN OUT OF THE CLEAR BLUE SKY...

AND THE WHARF WHERE IT TOUCHES DOWN IS DESERTED--

--SO NO ONE SEES THE ENERGY PACKET CONGEAL INTO A HUMAN FORM.

OH... WHAT... HAPPENED?

WHERE AM I...

PROFESSOR?

GOTTA... GET HELP... ANY HELP.

YOU... IN THERE... LET ME IN! I NEED HELP! IS ANYBODY THERE?

PLEASE! HELP ME!

WUDD

WUDD

OH... SO... DIZZY. HARD TO THINK.

BUT I HAVE TO GET HELP ...HAVE TO GET...

...INSIDE!

FOR AN INSTANT, MONICA EXPERIENCES AN EERIE, SHIMMERING SENSATION... SHE FEELS LIGHT, AIRY. THE DOOR NO LONGER FEELS SO HARD BENEATH HER HAND. AND WHEN SHE STRAIGHTENS UP...

WHAT?!?

I'M INSIDE! BUT HOW... WHERE--?

OH, I'LL WORRY ABOUT THAT LATER! FIRST, I HAVE TO GET HELP AND... HEY, A RADIO!

GREAT, IT BROADCASTS ON NAVAL FREQUENCIES!

MAYDAY! MAYDAY! ALL STATIONS, PLEASE COPY!

EMERGENCY ABOARD ROXXON OIL TOWER #25! OVER!

FRAG

MAYDAY! MAYDAY! PLEASE! CAN'T ANYONE HEAR ME?

AT THAT MOMENT, OUT IN THE GULF OF MEXICO...

MAYDAY! MAYDAY!

YEEOOW!

EMERGENCY ABOARD ROXXON OIL TOWER #25!

OKAY! OKAY! ACKNOWLEDGED!

LORDY, WHAT KIND OF POWER IS SHE USING?

AND SO, AFTER SEVERAL BREATHLESS MOMENTS...

WHAT'S GOING ON? I THINK I'M BACK ON SHORE. BUT HOW DID I GET HERE? DID I BLACK OUT?

AND WHAT'S HAPPENED TO ME?

BRR! IT'S DRAFTY IN HERE! I'M COLD!

MAYBE IF I HUNT AROUND, I CAN SCARE UP SOME COVERALLS OR SOMETHING.

WHAT ON EARTH --?

OH, I SEE ... IT'S A STORAGE WARE-HOUSE!

THESE RACKS OF COSTUMES MUST HAVE BEEN LEFT OVER FROM MARDI GRAS!

JUST MY LUCK! MOST OF THEM ARE MADE OF LESS CLOTH THAN I'M ALREADY WEARING! BUT MAYBE--

--IF I COMBINE PARTS OF A COUPLE OF OUTFITS, I'LL COME UP WITH SOMETHING DECENT ENOUGH TO BE SEEN IN!

WELL... NOT BAD! AT LEAST THE MASK SHOULD SPARE ME ANY PERSONAL EMBARASSMENT.

SOON...

I SEEM TO BE BACK IN NEW ORLEANS. I WISH I COULD REMEMBER HOW I GOT HERE.

I HOPE THE NAVY CAN DO SOMETHING ABOUT THE OIL RIG. IF MUCH TIME HAS PASSED, THE PRO-FESSOR MIGHT NOT BE THERE ANYMORE.

SUDDENLY...

OMIGOD-- THE SKY! WHAT'S HAPPENING TO THE SKY?!?

THAT BOLT JUST SHOT UP INTO THE SKY FROM OUT OF THE SOUTH! BUT THERE'S NOTHING OUT OVER THE HORIZON THERE BUT ...THE OIL RIG!

PROFESSOR!

AS THE WORD PASSES MONICA'S LIPS, A THOUGHT GRIPS HER MIND...

...THE DESIRE TO BE AT THE OLD MAN'S SIDE... TO GIVE AID AND ASSISTANCE!

KLA-BOOM

AND WITH THAT THOUGHT, SHE IS GONE!

FAR OUT IN THE GULF, ROXXON OIL TOWER #25 STANDS IN RUIN, ITS MASSIVE SUPERSTRUCTURE SO SHAKEN BY BOLTS OF ENERGY FROM BEYOND THIS WORLD--

--THAT THE NEWLY ARRIVING LIGHTNING FROM THE NORTH BARELY MAKES AN IMPRESSION.

CERTAINLY, IT IS NOT SEEN BY THE UNCONSCIOUS GUARDS ON THE LANDING PAD!

WHAT THE--?! I'M BACK ON THE OIL RIG! THIS... THIS IS TOO MUCH FOR ME! I HAVE TO FIND PROFESSOR LECLARE!

MAYBE HE CAN EXPLAIN ALL OF THIS!

THIS IS YOUR FAULT, LECLARE!

YOU MUST HAVE SABOTAGED MY DISRUPTOR PANEL! IT WAS PERFECT... YOU HEAR, PERFECT!!

BDAM

PROFESSOR!

YOU SLIMEY--! DROP IT!

PROFESSOR, IT'S ME... MONICA!

EH? MON CAPI-TAINE? HOW?

I'M NOT SURE MYSELF! COME ON, LET'S GET YOU TO SAFETY!

TOO LATE. NO PLACE IS SAFE NOW.

FELIPE... WOULDN'T LISTEN! THE POWER WAS TOO UNSTABLE. ENERGY IS FLOODING IN FROM ANOTHER UNIVERSE, BREAKING DOWN THE WALL BETWEEN WORLDS.

THE HOLE IN THE AIR... IS GETTING BIG-GER! WITHIN A DAY, IT WILL BE PLANET-SIZED! AND THEN, BOTH UNIVER-SES WILL SMASH INTO EACH OTHER. WE ARE DOOMED!

IT *HAS* GOTTEN BIGGER! DID I CAUSE THIS, WHEN I BROKE THE CONTROL PANEL... OR WOULD IT HAVE HAPPENED ANYWAY?

I GUESS IT DOESN'T MAKE MUCH DIFFERENCE NOW. THERE MUST BE SOME WAY TO STOP IT, BUT HOW? HOW DO YOU PLUG A HOLE IN THE AIR?

OH! I SEEM TO HAVE ANSWERED MY OWN QUESTION! I'M BEING SUCKED INTO IT!

I-I-I FEEL LIKE A CORK IN A VACUUM CLEANER, BUT I'M DOING SOME GOOD! FOR SOME REASON THE HOLE IS REACTING TO ME... I CAN FEEL IT CLOSING AROUND ME!

T-THE PAIN... THE POWER-R-R ...IT'S TOO M-M-MUCH!

THAT FOOL WOMAN HAS SAVED US! SOMEHOW SHE IS ABSORBING THE EXCESS ENERGY, SHRINKING THE HOLE! BUT SHE HAS SIGNED HER OWN DEATH WARRANT! HER BODY WILL BE CRUSHED WHEN THE HOLE SLAMS SHUT!

M-MON CAPITAINE... WHERE--?

YOUR CAPTAIN IS BEYOND HELPING YOU, LECLARE... BUT I SHALL BE MORE THAN HAPPY TO "REPAY" YOU FOR YOUR SERVICES THIS DAY!

PROFESSOR! LOOK--

BDAM

--OUT!

AS QUICK AS THE BOLT OF LIGHTNING SHE BECOMES, IT IS OVER!

ONCE AGAIN, MONICA RAMBEAU IS TRANSFORMED, BLASTING FREE OF THE DIMENSIONAL HOLE, AND SEALING IT SHUT, ATOMIZING THE BULLET IN MID-AIR--

--AND SWIFTLY TURNING TO STRIKE AT ITS SOURCE!

YIIII:

HMPH! SHOCKED HIM SENSELESS... GOOD! HE DESERVES WORSE, BUT I'LL LEAVE HIM TO INTERNATIONAL LAW!

QUE?

PROFESSOR? ARE YOU--?

I LIVE, MON CAPITAINE!

THEN LET'S GET YOU PATCHED UP AND GET OUT OF HERE! THE NAVY WILL ARRIVE SOON, AND I KNOW THEY'LL HAVE QUESTIONS I CAN'T ANSWER!

<CAPTAIN? H-HE CALLED HER HIS CAPTAIN! BUT SHE SAVED US... HAH-HA-HA...SAVED... HAH-HA... ALL OF US!>

CAPITAN EST MARAVILLA...

...EST MARAVILLA!

CAPITAN EST MARAVILLA!

TWO DAYS LATER, AT HARBOR PATROL H.Q. ...

PROFESSOR LECLARE! WHAT HAVE YOU FOUND OUT?

YOU SEEM JUMPY, MON CAPITAINE! IS SOMETHING WRONG?

WRONG? I GET CAUGHT IN AN EXPLOSION, TURNED INTO GOD KNOWS WHAT, AND WIND UP SAVING TWO UNIVERSES... OR SO YOU CLAIM... AND YOU ASK ME IF ANYTHING'S WRONG?!

I'VE HARDLY SLEPT THE PAST TWO NIGHTS! COULD WE HAVE IMAGINED THE WHOLE THING?

HARDLY, MONICA! THE TESTS I'VE RUN PROVE CONCLUSIVELY THAT YOUR BODY WAS TRANSUBSTANTIATED BY THE DIMENSIONAL INTERFACE!

UH-HUH! WHAT DOES THAT MEAN IN SIMPLE ENGLISH?

WHAT IT MEANS IS YOU CAN CHANGE YOUR BODY INTO ANY FORM OF ELECTROMAGNETIC ENERGY!

YOU CAN ACTUALLY BECOME A SENTIENT PACKET OF RADIO WAVES, LIGHT, EVEN ELECTRICITY! YOU CAN GO THROUGH SOLID OBJECTS AS X-RAYS!

"YOU CAN TRAVEL AT THE SPEED OF LIGHT!

"WHAT'S MORE, YOU CAN RELEASE A SMALL AMOUNT OF ENERGY AS A BLAST OF PURE FORCE, WITH NO APPRECIABLE LOSS OF BODY MASS!"

BUT I FORGET MYSELF! HERE... FOR YOU!

WHAT IS IT?

I HAD A COPY OF YOUR COSTUME FABRICATED FROM CLOTH COMPOSED OF UNSTABLE MOLECULES.

I THINK YOU'LL FIND IT FAR MORE DURABLE THAN THE ORIGINAL.

GREAT.

PROFESSOR, I'M NOT SO SURE I NEED A COSTUME. I'M NOT CERTAIN I WANT TO EVER USE THOSE POWERS AGAIN!

WE ALL HAVE A DESTINY TO FULFILL, MON CAPITAINE.

WILL YOU STOP CALLING ME THAT? YOU KNOW DARN WELL THAT I'M ONLY A LIEUTENANT!

OH? NOT IN THE EYES OF SOME!

WHEN THE NAVY GOT TO THE OIL RIG, THEY FOUND ONE OF THE SOLDIERS CONSCIOUS ...AND HYSTERICAL. HE KEPT SAYING, "THE CAPTAIN IS A MARVEL!" OVER AND OVER AGAIN!

ORLEANS TIMES

NAVY INVESTIGATES EXPLOSION

WHO IS CAPT. MARVEL?

EVIDENTLY, WHAT LITTLE HE SAW OF YOU MADE A LASTING IMPRESSION.

MONICA, YOU CAN DO THINGS NO MAN HAS EVER DREAMED OF DOING!

TWO DAYS AGO, YOU TOLD ME YOU TOOK THIS JOB "TO SERVE AND PROTECT".

MUCH GOOD CAN BE DONE WITH YOUR POWERS ... CAPTAIN MARVEL!

SOON...

KNOCK KNOCK

COME IN, ALREADY! THE DOOR'S OPEN!

SO I NOTICED! I'LL CLOSE IT ON MY WAY OUT!

RAMBEAU?! WHAT'S THE MEANING OF THIS?

I DON'T NEED YOUR LITTLE RANKS OR YOUR LITTLE MINDS ANY MORE! I'VE ALREADY MADE CAPTAIN... ON MY OWN!

ARE YOU SURE THAT QUITTING YOUR JOB WAS THE RIGHT THING TO DO?

AM I, EVER!

PROFESSOR, I'VE BEEN WANTING TO DO THAT FOR THE PAST TWO YEARS. AS LONG AS THAT TYRANT IN THERE WAS IN CHARGE, THERE WAS A LIMIT TO WHAT I COULD ACCOMPLISH. BUT NOW...

...THE ONLY LIMIT ON ME IS THE SKY!

THIS CALLS FOR A CELEBRATION! I THINK WE SHOULD HAVE BREAKFAST AT BRENNAN'S... ON ME!

LEAD ON, MON CAPITAINE! LEAD ON!

IT'S HARD TO BELIEVE THAT WAS JUST A FEW SHORT WEEKS AGO. THINGS CAN CHANGE SO MUCH IN SUCH A SHORT TIME!

NOW THAT I'M FINALLY COMING TO ACCEPT MY POWER, I DISCOVER THAT IT MAY BE AS BIG A THREAT AS PICARO'S MACHINE!

IN THE BLINK OF AN EYE, SHE DROPS TO THE OBSERVATION DECK OF THE EMPIRE STATE BUILDING...

EVEN NOW, I CAN FEEL MY ENERGY LEVEL RISING! IF I WEREN'T CONSCIOUSLY HOLDING IT IN CHECK, IT WOULD OVERCOME ME!

BUT I CAN'T KEEP THIS UP INDEFINITELY! I NEED HELP! THE PROFESSOR HAS DONE ALL HE COULD...

...NOW I MUST CALL ON SOME HIGH-POWERED SCIENTIFIC MUSCLE!

BUT FIRST I HAVE TO FIND IT!

AND, WHILE CAPTAIN MARVEL SCANS THE SKYLINE--

--A FAMILIAR FIGURE COMES RUNNING UP THE SOUTH FACE OF THE BUILDING.

THAT LADY MUST BE A CROSS BETWEEN ELECTRO AND SPEED DEMON! IT TOOK ME OVER A MINUTE TO GET HERE, AND I'M NO SLOWPOKE!

IF MY SPIDER-SENSE DIDN'T CONFIRM THE PRESENCE OF SOMETHING STRANGE UP HERE--

--I'D SWEAR THAT I MUST BE WRONG!

BUT THERE SHE IS, BOLD AS BRASS! I'LL SLAP A LITTLE WEBBING ON HER, AND SEE WHAT'S SHAKING!

OR SHOULD I? WHAT IF SHE'S A GOOD GUY, AND I'M MISREADING MY SENSES? I'D LOOK LIKE A FOOL!

"NAW, IF SHE'S A GOOD GUY, SHE'LL UNDERSTAND THAT I COULDN'T TAKE ANY CHANCES! BESIDES, MY CHEST STILL SMARTS!"

THWIP

THWAP

I DON'T BELIEVE IT! SHE DID IT AGAIN!

GONE IN A FLASH OF LIGHT BEFORE I COULD LAY A WEB ON HER!

THE ONLY WAY I'M GOING TO CATCH HER IS TO TAKE HER BY SURPRISE!

FIRST, THOUGH, I HAVE TO FIND HER. I WONDER WHERE--?

BZZZZZZZZZZZZZZZZ

HEY, THE BINOCULAR-VIEWERS! SHE MUST HAVE BEEN SIGHTING ON SOMETHING!

NUTS! IT SHUT OFF!

CLICK

AND ME WITHOUT A QUARTER!

HEY, WHO ARE YOU?

NO NEED TO PANIC, KID. I'M SPIDER-MAN.

WHO'S PANICKIN'? BESIDES, THERE AIN'T NO SPIDER-MAN... MY DAD SAYS HE'S JUST A HOAX THE MEDIA BARONS COOKED UP TO SELL PAPERS!

I DON'T WANT TO ARGUE, BUT I *AM* SPIDER-MAN. AND I NEED A QUARTER-- IT'S IMPORTANT!

I MAY BE FROM COUNCIL BLUFFS, BUT I'M NOT STUPID!

IF YOU WANT A QUARTER, PROVE THAT YOU'RE SPIDER-MAN!

AFTER ALL, ANYBODY CAN WEAR A DUMB OL'...

...COSTUME.

ALL RIGHT! ALL RIGHT!

YA LITTLE PAIN!

HOLEE--!

M'AULIFFE

THERE! SATISFIED?

WOWEE! THAT'S TERRIFIC! THAT'S JUST ABOUT THE NEATEST THING I'VE EVER SEEN! I WISH I COULD DO THAT!

M'AULIFFE

DO ME A FAVOR AND DON'T TRY, OKAY?

YOU NEED SPECIAL POWERS TO DO THIS!

NOW, ABOUT THAT QUARTER--?

M'AULIFFE

YOU BET! WOW!

MOM! DAD! I JUST MET SPIDER-MAN!

WAIT'LL I TELL THE GUYS BACK HOME!

LET'S SEE...THE BUILDING SHE WAS FOCUSED ON WAS...

OMIGOD.

THIS CAN ONLY MEAN TROUBLE! I HAVE TO GET OVER THERE ...FAST!

NO, REALLY, DAD --HONEST!

DOUGIE, LOOK OUT THAT DOOR! DO YOU SEE ANYTHING? NO. SPIDER-MAN IS JUST A CREATION OF THE EASTERN ESTABLISHMENT!

HAROLD, I TOLD YOU WE SHOULDN'T HAVE LET HIM GO OUT THERE! THE AIR THIS HIGH IS TOO THIN FOR A GROWING BOY!

AW, MOM!

MEANWHILE, MANY BLOCKS TO THE NORTH SITS SPIDER-MAN'S DESTINATION: THE BAXTER BUILDING...

...HEADQUARTERS OF THE FABLED FANTASTIC FOUR--

--AND PRESENT LOCATION OF MONICA RAMBEAU.

WHAT A MESS! IT LOOKS LIKE SOMEONE WENT THROUGH HERE WITH A BATTLE-AX!*

I'VE HEARD THAT THE F.F. HAD ENEMIES... BUT TO DO THIS?!

*SEE FANTASTIC FOUR #242!

AT LEAST RECONSTRUC-TION HAS BEGUN, WHICH INDICATES THAT THE RIGHT PEOPLE WON!

BUT WHERE ARE THEY? I NEED TO FIND THEIR LEADER, REED RICHARDS!

LOOKIN' FOR SOMETHIN'?

OH! THE THING! YOU...STARTLED ME!

I DO THAT TO A LOT OF PEOPLE. WHO THE DEVIL ARE YOU?

I...I'M CAPTAIN MARVEL.

NOT UNLESS YA CAME BACK FROM THE DEAD BY WAY OF DENMARK, YA AIN'T!

MARV DIED MONTHS AGO. 'SIDES, HE WAS A BLOND.

THERE WAS ANOTHER CAPTAIN MARVEL? I-I'M SORRY... I DIDN'T KNOW.

AW, DON'T SWEAT IT... MARV WOULDN'T MIND. I PROB-ABLY AIN'T THE ONLY THING IN THE WORLD, EITHER!

NOW... 'SPOSE YOU TELL ME WHAT YER DOIN' HERE.

ONE QUICK EXPLANATION LATER...

...BUT THE EXCESS ENERGY I AB-SORBED FROM THE HOLE IS NOW BUILDING UP INSIDE ME!

IZZAT BAD?

IF I CAN'T FIND A WAY TO SAFELY RELEASE IT, I COULD EXPLODE... LIKE A 1000 MEGATON BOMB!

1000 MEGATON--?! THAT'S ENOUGH TO FLATTEN THE CITY!

I KNOW! I WOULD NEVER HAVE COME HERE IF I'D HAD ANOTHER WAY OF CONTACTING DR. RICHARDS!

OF ALL THE BLASTED TIMES FOR REED AN' THE MISSUS TO BE VACATIONIN' ON MARTHA'S VINEYARD!

BY THE TIME I REACH HIM, IT COULD BE TOO LATE. WAIT...MAY-BE THE AVENGERS COULD HELP!

THEY ALWAYS SEEM TO HAVE A LOT OF SCIENCE SAVVY!

THAT SIGNAL YOU'VE PUNCHED UP... IS IT A DIRECT LINE TO THE AVENGERS?

MATTER OF FACT, IT IS. SO?

THEN I CAN *BE* THERE IN NO TIME!

THANKS FOR YOUR HELP!

KA-ZOKK

WHAT THE HEY--?

THING!

HAVE YOU SEEN A TALL BLACK LADY IN A SILVER AND BLACK JUMP-SUIT?

SEE HER? SHE JUST FRIED MY RADIO!

DANGDEST THING I EVER SAW!

SHE CHANGED INTO A BUNCHA RADIO WAVES AND HEADED FOR AVENGERS MANSION!

I HOPE THEY CAN HANDLE HER BEFORE SHE EXPLODES!

EXPLODES? SHE EXPLODES, TOO?!

SHE'S MORE OF A MENACE THAN I THOUGHT!

I CAN'T WARN THE AVENGERS, BUT AT LEAST I CAN GIVE 'EM A HAND!

COME BACK, YA IDJIT! SHE AIN'T NO MENACE!

AW, NERTZ! HE CAN'T HEAR ME!

FARTHER NORTH, ON FIFTH AVENUE, IS AVENGERS MANSION--

--WHERE, SECONDS AGO, AS IRON MAN SAT ON MONITOR DUTY...

MEEP MEEP

THAT'S THE F.F.'S PRIORITY SIGNAL. I WONDER WHAT THEY WANT? IT BETTER NOT BE GALACTUS AGAIN! I WARNED THEM THAT--

--YAAAHH!!

ZZZKOOM

UNABLE TO HANDLE THE SUDDEN, MASSIVE DISCHARGE OF CAPTAIN MARVEL'S ENERGY FORM, IRON MAN'S ARMOR OVER-LOADS!

SO DOES THE MONITOR, AND THE ADJACENT COMPUTERIZED POWER SYSTEMS.

AS A RESULT, DEFENSIVE MECHANISMS ALL OVER THE MANSION DEPLOY AND MALFUNCTION.

IN THE HEART OF THE MANSION WHERE TOILS JARVIS, THE AVENGERS' BUTLER...

I MUST NOT TARRY! THERE ARE BOUND TO BE A FEW EARLY ARRIVALS FOR THE MEETING!

MY WORD!

ZAK

ANOTHER FEW FEET AND I WOULD HAVE BEEN FELLED BY THAT STUNULATOR! SOMETHING IS TERRIBLY WRONG! I MUST INFORM MASTER IRON MAN!

BUT...

OH, NO! THIS IS AWFUL! I'VE KNOCKED IRON MAN OUT!

NOT QUITE, YOUNG LADY!

WHAT? THANK GOD, YOU'RE ALL RIGHT!

IF YOU'RE SINCERE ABOUT THAT, YOU CAN HELP ME OUT!

JUST A TINY SPARK ACROSS MY CHESTPLATE'S INDUCTION NODULES WILL RESET MY CIRCUIT-BREAKERS.

TINY SPARK? BUT I CAN'T CONTROL MY POWER THAT EXACTLY!

IT'S ALL OR NOTHING, EH? THEN I GUESS WE'LL JUST HAVE TO WAIT FOR HELP.

MASTER IRON MAN! WE'VE LOST POWER ALL OVER THE BUILDING AND... WHAT ON EARTH?!

MY... MY POWER SHUT DOWN HIS ARMOR.

SHAMELESS TROLLOP! THE OTHER AVENGERS WILL NOT LET THIS ATTACK GO UNANSWERED!

NO, YOU DON'T UNDERSTAND! COME BACK! I'M...

...I'M GLOWING! MY POWER IS CONTINUING TO INCREASE!

OUTSIDE...

LOOKS LIKE MY MYSTERY LADY IS HERE, ALL RIGHT!

IT'S SPIDER-MAN! YA THINK HE'S MIXED UP IN THIS?

AH, MY PUBLIC! I LOVE 'EM! NEXT THEY'LL BE BLAMING ME FOR INFLATION!

THOSE SNAKEY ARMS MUST BE FOR DISCOURAGING BILL COLLECTORS--

--BUT THEY COULDN'T STOP A PAPER BOY NOW.

HMMM... BLACK AS PITCH IN HERE. TIME TO PLAY "THE STEALTHY SPIDER"!

SOON...

EH?

HELP! ASSISTANCE! ANYONE!

HELP IS JUST A CEILING AWAY, PAL! WHAT'S THE PROBLEM?

AND, AFTER A SOMEWHAT STARTLED EXCHANGE...

I'LL TAKE CARE OF GLOW-GIRL, JARVIS! YOU GO CALL FOR HELP... WE MAY NEED IT!

I DON'T LIKE TO TRUST THIS SPIDER-PERSON... WE KNOW SO LITTLE ABOUT HIM. STILL, I REALLY HAVE NO CHOICE.

AND, JUST CORRIDORS AWAY...

I HATED LEAVING IRON MAN LIKE THAT, BUT I HAVE TO TAKE THE SAFETY MEASURE HE SUGGESTED-- AND LOCK MYSELF IN THE ADAMANTIUM CONTAINMENT CHAMBER IN THE MANSION'S LAB.

I JUST HOPE ADAMANTIUM IS AS STRONG AS IT'S SUPPOSED TO BE, IN CASE I DO LOSE CONTROL AND ...GO BOOM.

OH, WHAT--?!

JUST A WELCOMING PRESENT FROM YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, MA'AM!

I FIGURE THAT A LITTLE GIFT WRAPPING OUGHT TO KEEP YOU WHERE I WANT YOU!

WOOMPF!

YOW!

YOU... YOU STRETCHED MY WEBBING! EVEN RIPPED IT IN PLACES! BUT NO ONE THIS SIDE OF JUGGERNAUT CAN DO THAT!

LOOK, I'M SORRY I BLASTED YOU EARLIER! IF YOU WANT, WE CAN SETTLE ACCOUNTS LATER ... BUT NOT NOW!

MY TIME IS RUNNING OUT!

WHEW! I THOUGHT SHE MIGHT TRY SOMETHING LIKE THAT! MY SPIDER-SENSE WARNED ME TO CLOSE MY PEEPERS JUST IN TIME!

AND I DON'T NEED TO SEE HER TO GRAB HER!

SORRY, LADY, BUT THAT TRICK NEVER WORKS! I'VE... UH-OH!

GET YOUR HANDS OFF ME!

YEESH! SHE'S PLAYING HARDBALL!

IF NOT FOR THAT OL' SPIDER-SENSE WARNING, I'D HAVE HAD TWO HANDS FULL OF ELECTRICITY. BUT SHE SEEMS TO BE USING HER ENERGY-STUFF SPARINGLY. ONCE SHE COOLS DOWN--

--I'LL MAKE MY MOVE!

SORRY, TOOTS, BUT I CAN MOVE PRETTY FAST TOO!

SMEK

SPIDER-MAN-- NO!

YOU YOUNG FOOL!

IRON MAN?! BUT I THOUGHT THIS LADY HAD--!

AN ACCI-DENT! THE WASP GOT ME GOING AGAIN!

AND THE WOMAN YOU K.O.ED CAME FOR HELP, NOT AS AN ENEMY! NOW THAT SHE'S UN-CONSCIOUS, SHE COULD EX-PLODE ANY SECOND--

"--UNLESS WE CAN LEACH OFF HER EXCESS POWER. IF YOU WANT TO MAKE AMENDS, GET ME 12 FEET OF HIGH-INDUCTION FLEX-CABLE FROM BEHIND THAT CEILING PANEL--"

--AND COIL IT AROUND HER... GENTLY!

IRON MAN, WHAT ARE YOU--?

I'M OVERRIDING MY ARMOR'S MICROCIRCUIT-BREAKERS, WASP. THE ONLY THING AT HAND THAT CAN HANDLE HER KIND OF POWER IS *ME!*

SPIDER-MAN, THAT WEBBING OF YOURS IS A NON-CONDUC-TOR, ISN'T IT?

I READ YOU, SHELL-HEAD!

NOT JUST THE POWER JUNCTURE! I WANT YOU TO COVER ME--

--RIGHT OUT TO THE WRISTS!

IRON MAN, ARE YOU SURE YOUR ARMOR CAN WITHSTAND THE STRESS?

NO. IF THIS DOESN'T WORK ... IT'S BEEN NICE KNOWING YOU, JAN!

WHAT?

THE WAY HE'S TALKING, HE HALFWAY *DOESN'T* EXPECT TO SURVIVE!

AND I MUST HAVE TRIGGERED THIS WHEN I KNOCKED THE LADY OUT!

SOME HERO I AM! I TRY TO STOP WHAT I THINK IS A MENACE, AND WIND UP CAUSING SOMETHING EVEN WORSE. IF THEY DIE...

UH, SPIDER-MAN? WE REALLY *SHOULD* GET OUT OF HERE--JUST IN CASE IRON MAN CAN'T CONTAIN CAPTAIN MARVEL'S POWER.

CAPTAIN... MARVEL? DID YOU SAY CAPTAIN MARVEL?!?

NO RELATION TO THE OLD ONE!

OH, THAT'S JUST DANDY! I MAY HAVE DOOMED A NEW CAPTAIN MARVEL! WASP, I FEEL LIKE A TOTAL CLOD!

SPIDER-MAN, *LOOK!*

I ALREADY SENSED THE DANGER!

YOU WHAT?

NEVER MIND! JUST GET DOWN! I'LL MAKE US A PROTECTIVE BARRIER!

WHAT IF IT DOESN'T HOLD?

LIKE IRON MAN SAID...

... IT'S BEEN NICE KNOWING YOU!

DEEP WITHIN THE COCOON, HIGH-TECH VOLTAGE REGULATORS SHUNT THE BUILDING ENERGY SURGE THRU TWIN REPULSOR-RAY GENERATORS IN IRON MAN'S GAUNTLETS...

...RELEASING THE POWER IN THE FORM OF TWO COHERENT BEAMS OF DEVASTATING FORCE!

BUT STILL THE POWER KEEPS BUILDING... AND BUILDING...

...UNTIL...

ZAM

WHEW!

OHHHH

WASP?

I THINK WE'RE SAFE NOW!

FINALLY, MINUTES LATER...

¢#%$!! TOOK ME FOREVER TO FIND A CAB!

HEY, JOEY, LOOKIT! IT'S THE THING!

HEY, THING! YA GONNA CLOBBER SPIDER-MAN? HUH?

QUICKLY BULLING HIS WAY PAST THE CROWD, THE THING MAKES FOR THE MANSION AND...

BLAMED PLACE IS AS DEAD AS A TOMB.

BAD CHOICE O' WORDS...

...IT'S LIABLE TO *BE* MY TOMB, IF THAT HOT-HEADED SPIDER-MAN GOT INVOLVED!

I JUST KNOW HE'LL ...*HUH?*

THIS IS AN HONOR, CAPTAIN AMERICA.

THE HONOR IS MINE, CAPTAIN.

WHAT TOOK YOU SO LONG, THING?

"YOUR SIGN FELL DOWN?" THY JEST MAKES NO SENSE, SHE-HULK!

AW, LIGHTEN UP, THOR!

WHY, BENJAMIN J. GRIMM! COME RIGHT IN!

I HOPE YOU BROUGHT A DECK OF CARDS, THING! THIS IS TURNING INTO TOO MUCH OF A SUNDAY SOCIAL FOR OL' BR'ER HAWKEYE.

I BELIEVE YOU'VE ALREADY MET CAPTAIN MARVEL!

UH... YEAH. YA GET THAT PROBLEM TAKEN CARE OF, LITTLE LADY?

YEAH, I'M AS GOOD AS NEW, THANKS TO THE AVENGERS... UH, AND SPIDER-MAN.

SPIDER-MAN!

THAT'S ONE I OWE YOU, C.M.

WHY SO SURPRISED, BENJY? I'M ALWAYS HAPPY TO HELP OUT ANOTHER SUPER-STAR!

WELL... I GUESS THERE'S A FIRST TIME FOR EVERYTHING!

TIME? AYE-YI-YI!

I FORGOT ALL ABOUT LIZ AND HARRY'S BUS!

AFTER SWINGING DOWNTOWN, AND RETRIEVING HIS STREET CLOTHES, SPIDER-MAN RETURNS TO PORT AUTHORITY IN RECORD TIME. BUT...

GREY H

ARE YOU CERTAIN?

Greyhound

I'M TELLING YOU, NO ONE'S PAGED A PETER PARKER TODAY. IF THEY HAD, I'D HAVE KNOWN.

OH.

THANKS.

THE BUS GOT IN OVER A HALF-HOUR AGO. LIZ AND HARRY MUST HAVE GOTTEN TIRED OF WAITING... NOT THAT I BLAME THEM.

LOOKS LIKE ANOTHER LONELY WEEKEND.

HEY, PETE!

HUH?

SORRY WE'RE SO LATE, BUT WE GOT DELAYED AND HAD TO TAKE A DIFFERENT BUS.

I HOPE YOU HAVEN'T BEEN BORED, WAITING FOR US ALL THIS TIME.

I... UH... NO! NOT AT ALL, I FOUND PLENTY TO KEEP ME BUSY... HONESTLY.

SAY, OL' EX-ROOMIE, YOU'RE LOOKING MIGHTY CHIPPER!

YOU TOO, HAR. MARRIED LIFE LOOKS GOOD ON YOU... BOTH OF YOU!

IT'S SO GOOD TO SEE YOU AGAIN! I WAS AFRAID WE'D MISS YOU. THE DELAY WAS ALL MY FAULT.

SEE, WE'D HOPED TO BRING ALONG A FRIEND OF MINE... SO YOU'D HAVE A DATE, TOO! BUT, AT THE LAST MINUTE, HER BOSS MADE HER WORK OVERTIME!

MY WIFE, THE MATCHMAKER!

WELL, BRENDA'S A LOVELY GIRL! I JUST KNOW YOU'D LIKE HER!

IT'S PROBABLY BETTER THIS WAY, LIZ. THE WAY MY LUCK WITH WOMEN'S BEEN GOING TODAY... IT'S JUST AS WELL SHE COULDN'T MAKE IT.

C'MON... LET'S GET SOME LUNCH!

END

WATCH FOR THE NEXT APPEARANCE OF THE EXCITING NEW **CAPTAIN MARVEL** IN AVENGERS #227... ON SALE IN OCTOBER!

THE TANGLED WEB OF ROMANCE!

THE MANY LOVES OF PETER PARKER!

PETER WAS SUCH A QUIET BOY IN HIGH SCHOOL. EVEN SO, I HAD A CRUSH ON HIM!

LIZ ALLEN

WELL, I WOULDN'T SAY THAT I HAD A *CRUSH* ON PETER, BUT WE *WERE* CLOSE... *VERY CLOSE!*

BETTY BRANT LEEDS

THE BEAUTIFUL **GWEN STACY** WAS VERY MUCH IN LOVE WITH PETER PARKER, HER UNTIMELY DEATH CUT SHORT THEIR HAPPINESS.

GLORY GRANT

I WISH I'D GOTTEN CLOSER TO HIM BEFORE I MOVED OUT OF HIS BUILDING! AS IT IS, WE'RE JUST FRIENDS!

I DATED PETER A FEW TIMES. BUT AFTER MY FATHER DIED, I MOVED OUT WEST. I WONDER IF HE REMEMBERS ME?

CISSY IRONWOOD

HE'S HIDING SOMETHING, THAT'S FOR SURE! WHO COULD EVER BE SERIOUS ABOUT HIM? CERTAINLY NOT ME!

UH... BUT HE *DOES* HAVE NICE LEGS!

MARCY KANE

HE ASKED ME TO MARRY HIM! CAN YOU IMAGINE?! SURE I WAS FLATTERED-- BUT **NO ONE** TIES THIS LADY DOWN!

PETER CAN BE SO SWEET... BUT HE'S SO *MYSTERIOUS!* I DON'T KNOW IF HE REALLY LIKES ME, OR JUST FEELS SORRY FOR ME!

MARY JANE WATSON

DEBRA WHITMAN

"WOMEN! CAN'T LIVE WITH 'EM, CAN'T LIVE WITHOUT 'EM."
--KENT DORFMAN, 1962

IMAGINE HOW MUCH FUN IT MUST BE TO WORK AT THE...

DAILY BUGLE

LET'S ASK THESE FOLKS!

BETTY, HOW DID YOU PUT UP WITH BEING JONAH'S SECRETARY FOR AS LONG AS YOU DID?

SOMETIMES I WONDER, GLORY!

BETTY BRANT, SECRETARY TO ROBBIE

GLORY GRANT, JJJ'S SECRETARY

J. JONAH JAMESON, PUBLISHER

WHAT'S EVERYONE STANDING AROUND FOR? WE'VE GOT A PAPER TO GET OUT!

SPIDER-MAN STILL AT LARGE!

ANOTHER DAY, ANOTHER DEADLINE!

BEN URICH, INVESTIGATIVE REPORTER

CHARLIE SNOW, STAFF REPORTER

URICH

C. SNOW

JACOB CONOVER, COLUMNIST

LANCE BANNON, PHOTO-GRAPHER

WELL, WELL! JACOB! WHAT BRINGS YOU OUT OF YOUR OFFICE ... SLUMMING?

JUST LOOKING FOR MATERIAL FOR MY COLUMN, BEN... AND WHAT BETTER PLACE TO LOOK, THAN AMID THE BUSTLE OF THE CITY ROOM!

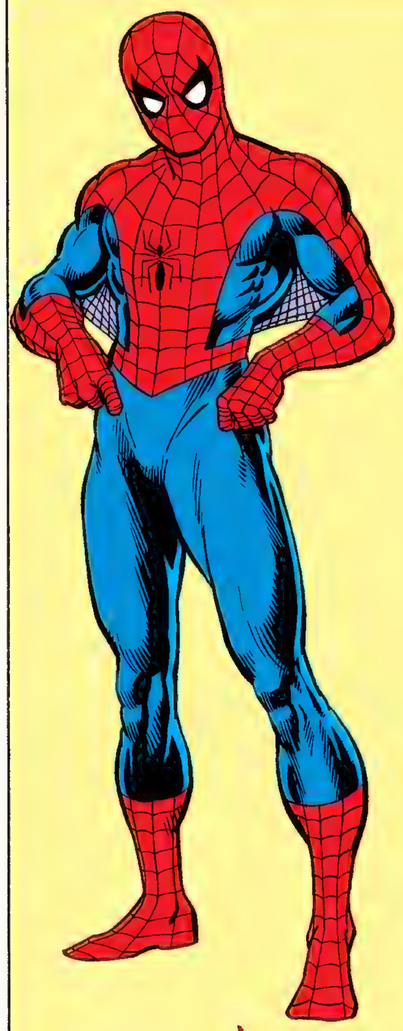
BANNON, THESE NEWS PHOTOS YOU TOOK ARE QUITE GOOD -- SOME OF THE BEST I'VE SEEN!

I ALWAYS DO MY BEST, MR. ROBERTSON, AND, PLEASE... CALL ME LANCE!

ROBBIE ROBERTSON, CITY EDITOR

UH... ON SECOND THOUGHT, MAYBE WE SHOULD ASK SOME-ONE ELSE!

Writer/editor Mark Gruenwald details the world of Spider-Man in these entries from *The Official Handbook of the Marvel Universe* (1983-84)



SPIDER-MAN

Real Name: Peter Parker
Occupation: Freelance photographer, adventurer
Identity: Secret
Legal status: American citizen with no criminal record
Former aliases: None
Place of birth: New York City
Marital status: Single
Known relatives: Richard Parker (father, deceased), Mary Parker (mother, deceased), Benjamin Parker (uncle, deceased), May Parker (aunt)
Group affiliation: None
Base of operations: New York City
First appearance: AMAZING FANTASY #15
Origin: Peter Parker was orphaned at the age of 6 when his parents were killed in an airplane crash overseas. He went to live with his uncle and aunt, Ben and May Parker, in Forest Hills, New York. Parker was extremely bright and became a high honors student in science at Midtown High School. Parker's shyness and scholastic interests often made him a social outcast. One evening Parker attended a public exhibition demonstrating the safe handling of nuclear laboratory waste materials sponsored by the General Techtronics Corporation. During the demonstration, a small Common House Spider happened to be in the path of a particle accelerator's beam and was massively irradiated. The stricken spider fell on Parker's hand, broke his skin with its fangs, and died. His hand burning from the bite, Parker left the exhibition. Parker made his way home and passed through an unfamiliar section of the city where he was accosted by a gang of hoodlums. Tossing the gang members aside, Parker was shocked by his own display of strength. As he fled from them, he ran into the path of a speeding car, and leaped to safety about 30 feet up onto a nearby wall. To his growing surprise, he discovered that he was able to stick to the wall with his fingertips. As he easily walked down a guy wire to the street below, he realized he now possessed a superb sense of balance. Parker quickly associated these spider-like abilities with the bite from the irradiated spider.

Parker went home, where his Aunt May sent him on an errand to deliver clothing to a charity drive located in a nearby National Guard Armory. There, he saw a wrestling match which offered a prize for anyone who could remain in the ring at least 3 minutes with a professional wrestler. Interested in testing his new-found powers, Parker decided to accept the wrestler's challenge. Wearing a mask to conceal his features to avoid embarassment in case he lost, he easily defeated his opponent. A television producer's talent agent spotted him and promised him a segment on a network variety show. Parker, calling himself the Amazing Spider-Man, accepted the offer and decided to use it as a springboard to a show business career as a spectacular stunt performer. Over the next several evenings, Parker used equipment borrowed from his high school to fabricate a fluid that imitated a spider's silk web, and spinneret devices to project that fluid from his wrists in the form of a web strand. He also silkscreened his original design for a costume onto a body stocking and full-head mask. Thus prepared, Peter Parker appeared as Spider-Man on national television and was an immediate media sensation.

Just after the conclusion of the television show, a burglar, being pursued by a security guard, ran by Parker who impetuously allowed him to pass although he could have easily stopped him. When reprimanded by the guard, Parker arrogantly replied he was a professional performer and that chasing criminals was the guard's job. Parker promptly forgot the incident. A few days later, Parker returned home to find that his Uncle Ben had been murdered by a burglar. A police officer informed him that the burglar had been trailed to a nearby abandoned warehouse where the police had him trapped. Grief-stricken, Parker rushed to the warehouse to seek vengeance. At the warehouse Parker, as Spider-Man, easily captured the burglar and realized that he was the same person that he had allowed to run past him earlier that day in the TV studio. He realized that if he had acted responsibly earlier, he might have prevented the death of his uncle. Filled with remorse, he realized that with power comes responsibility, and he vowed to never shirk that responsibility again.

With Ben Parker dead, Peter and his Aunt May had no regular source of income beyond social security. Parker attempted to pursue his show business career but was unable to do so because of a newspaper campaign against him launched by J. Jonah Jameson, influential publisher of *The Daily Bugle*. Parker began to use his powers to fight crime, and earned a living for himself and his aunt by selling photographs of himself in action (using an early wind-up motor-drive, automated Leica camera that was once his Uncle Ben's) to *The Daily Bugle*. Although Jameson's attempts at negatively influencing the public's perceptions of Spider-Man have waned because of positive word-of-mouth support of Spider-Man's public activities, Spider-Man remains a controversial figure.

Currently, Parker has taken an indefinite leave of absence from the graduate program in biophysics at Empire State University, and has taken up full-time freelance photography, primarily for *The Daily Bugle*.
Height: 5' 10" **Weight:** 165 lbs
Eyes: Hazel **Hair:** Brown

Continued on next page...

Art by John Romita Jr. & Josef Rubinstein

Continued from last page...

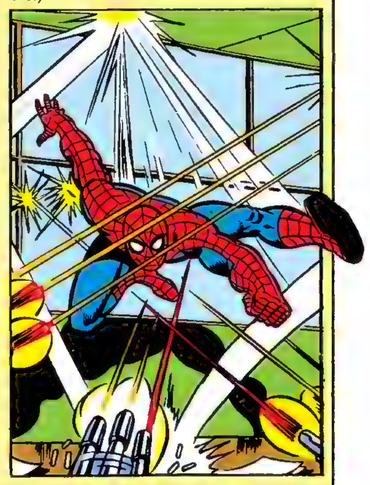
Powers: Spider-Man possesses superhuman strength, reflexes, and equilibrium; the ability to cause parts of his body to stick with great tenacity to most surfaces; and a subconscious premonitional "danger" sense. The irradiated Common House Spider (*Achaearanea tepidariorum*) which bit Peter Parker was apparently already mutated from prior exposure to certain frequencies of radiation and received a final, lethal dose during Parker's attendance of the exhibition. The radioactive, complex mutagenic enzymes in the spider's blood that were transferred at the time of the bite triggered numerous body-wide mutagenic changes within Parker.

Spider-Man's overall metabolic efficiency has been greatly increased, and the composition of his skeleton, inter-connective tissues, and nervous system have all been enhanced. Spider-Man's musculature has been augmented so that he can lift (press) about 10 tons. His reflexes are faster than an average human by about a factor of 15 (he is often able to dodge bullets, if he is far enough away). Spider-Man is extraordinarily limber and his tendons and connective tissues are twice as elastic as the average human being's, despite their enhanced strength. He has developed a unique fighting style that makes full use of his agility, strength, and equilibrium.

Spider-Man's exposure to the mutated spider venom induced a mutagenic, cerebellum-wide alteration of his engrams resulting in the ability to mentally control the flux of inter-atomic attraction (electrostatic force) between molecular boundary layers. This overcomes the outer electron shell's normal behavior of mutual repulsion with other outer electron shells and permits the tremendous potential for electron attraction to prevail. The mentally controlled subatomic particle responsible for this has yet to be identified. This ability to affect the attraction between surfaces is so far limited to Spider-Man's body (especially concentrated in his hands and feet) and another object, with an upper limit of several tons per finger. Limits to this ability seem to be psychosomatic, and the full nature of this ability has yet to be established.

Spider-Man possesses an extrasensory "danger" or "spider" sense which warns him of potential immediate danger by a tingling sensation in the back of his skull. The precise nature of this sense is unknown. It appears to be a simultaneous clairvoyant response to a wide variety of phenomena (everything from falling safes to speeding bullets to thrown punches), which has given several hundredths of a second's warning, which is sufficient time for his reflexes to allow him to avoid injury. The sense also can create a general response on the order of several minutes: he cannot discern the nature of the threat by the sensation. He can, however, discern the severity of the danger by the strength of his response to it. Spider-Man's fighting style incorporates the advantage that his "spider-sense" provides him.

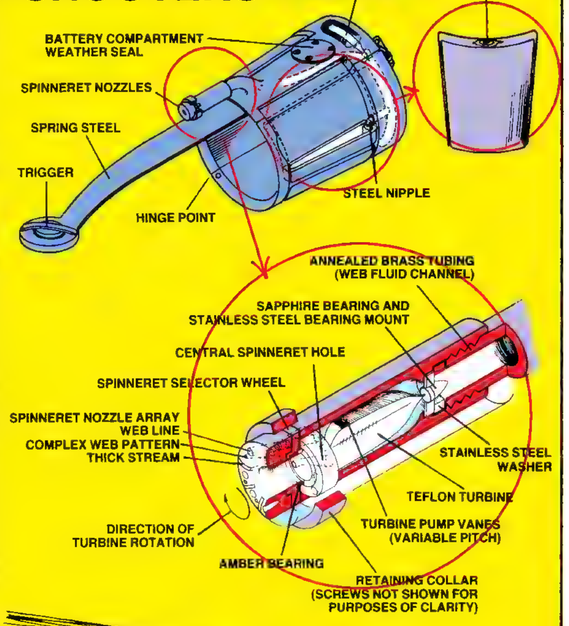
Weapons: Spider-Man has developed a spider-like web-spinning device and a silk-like compound that mimics a spider's natural abilities. (See *Spider-Man's Web-Shooters*.)

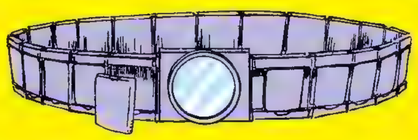


SPIDER-MAN'S WEB-SHOOTERS

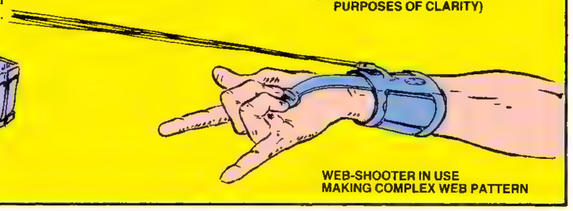
Spider-Man's web-shooters are twin devices worn on his wrists which can shoot thin strands of a special "web fluid" at high pressure. The web fluid is a shear-thinning liquid (virtually solid until a shearing force is applied to it, rendering it fluid) whose exact formula is as yet unknown, but is related to nylon. On contact with air, the long-chain polymer knits and forms an extremely tough, flexible fiber with extraordinary adhesive properties. The web fluid's adhesive quality diminishes rapidly with exposure to air. (Where it does not make contact with air, such as the attachment disk of the web-shooter, it remains very adhesive.) After about 2 hours, certain imbibed esthers cause the solid form of the web fluid to dissolve into a powder. Because the fluid almost instantly sublimates from solid to liquid when under shear pressure, and is not adhesive in its anaerobic liquid/solid phase transition point, there is no clogging of the web-shooter's parts.

The spinneret mechanism in the web-shooter is machined from stainless steel, except for the turbine component which is machined out of a block of teflon and the two turbine bearings which are made of amber and artificial sapphire. The wristlets and web fluid cartridges are mainly nickle-plated annealed brass. Spider-Man's web cartridge belt is made out of brass and light leather and holds up to 30 cartridges. The cartridges are pressurized to 300 pounds per square inch and sealed with a bronze cap which is silver soldered closed. The wristlets have sharp steel nipples which pierce the bronze caps when the cartridges are tightly wedged into their positions. The hand-wound solenoid needle valve is actuated by a palm switch that is protected by a band of spring steel which requires a 65 pound pressure to trigger. The switch is situated high on the palm to avoid most unwanted firings. The small battery compartment is protected by a rubber seal. The effect of the very small turbine pump vanes is to compress (shear) the web fluid and then force it, under pressure, through the spinneret holes which cold-draws it (stretches it: the process wherein nylon gains a four-fold increase in tensile strength), then extrudes it through the air where it solidifies. As the web fluid exits the spinneret holes, it is attracted to itself electrostatically and thus can form complex shapes. The spinneret holes have three sets of adjustable, staggered openings around the turbine which permit a single web line, a more complex, spun web line, and a thick stream. The web line's tensile strength is estimated to be 120 pounds per square millimeter of cross section. The 300 p.s.i. pressure in each cartridge is sufficient to force a stream of the complex web pattern an estimated 60 feet (significantly farther if shot in a ballistic parabolic arc).





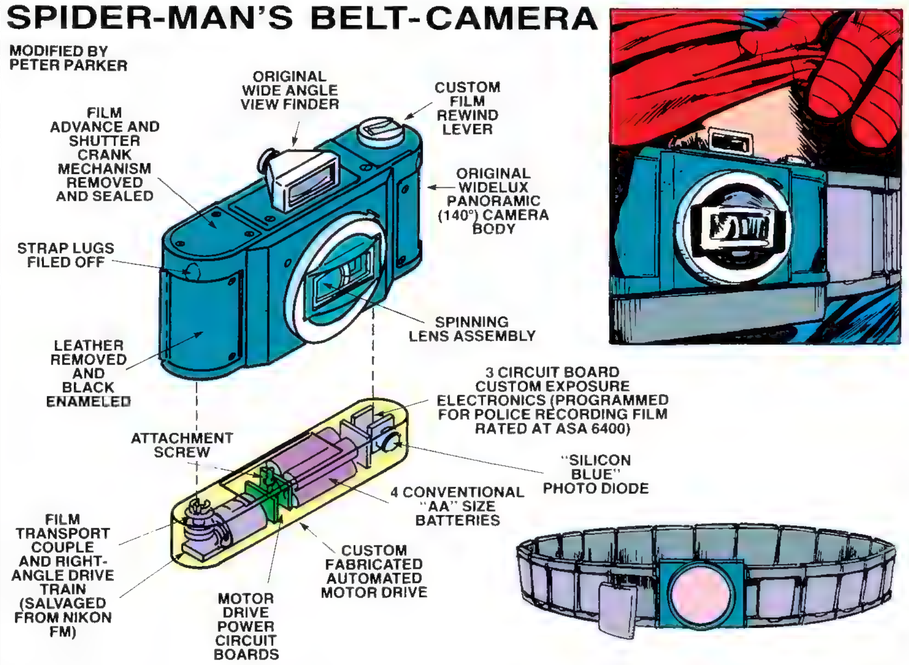
WEB CARTRIDGE BELT



WEB-SHOOTER IN USE
MAKING COMPLEX WEB PATTERN

Art by Eliot R. Brown & Josef Rubinstein

SPIDER-MAN'S BELT-CAMERA



BASILISK

Real Name: Basil Elks
Occupation: Former burglar; now professional criminal
Legal status: American citizen with a criminal record for burglary
Identity: Secret
Other current aliases: None
Place of birth: Norristown, Pennsylvania
Marital status: Single
Known relatives: None
Group affiliation: None
Base of operations: Mobile
First appearance: MARVEL TEAM-UP #16
Origin: Elks stole the "Alpha-Stone," a power-object created by the alien Kree. When the stone was hit by a guard's bullet, it unleashed its energy on Elks, transforming him into a being of great power.
Height: 5' 11" **Weight:** 210 lbs **Eyes:** Red **Hair:** None **Skin:** Green
Powers: The Basilisk's major power is the bodily generation of micro-wave related energy which he can emit at will through his eyes. These energy beams have two seemingly discrete properties. The first is a force-beam of a tunable frequency that heats up an intense vortex of atmosphere under him. This force beam is capable of exerting a maximum force of 1,500 pounds per square inch. This energy is sufficient to lift him into the air simply by training it on the ground. The Basilisk is able to propel himself a maximum of 400 feet into the air with a single force-blast. A continuous force-blast is necessary to keep him aloft. If he has a dense, flat surface to propel himself from, the Basilisk can reach a maximum speed of 250 miles per hour. His flight by means of this eye-beam propulsion is somewhat limited. Unless he continues to train his gaze on the ground he loses speed and altitude. He is also prevented from using his other ocular powers for very long while in flight.

The second property of his energy-beams is the capacity to accelerate or decelerate the molecular motion of the surface of any object he casts his energy-beams upon. By decelerating the molecular motion of an object and a small layer of atmosphere around it, he is able to encase it in a thin but debilitating layer of ice. The greater the duration of his energy-bombardment, the greater the deceleration of the molecules, and thus the greater the amount of ice formed. If he were to use this power on a warm-blooded organism for too long, the freezing effect would penetrate more than the surface of the skin, resulting in tissue damage or even death. He can also accelerate the molecular motion of an object or organism, generating internal heat in the manner of a microwave oven. He is capable of generating a maximum temperature of 3,000° Fahrenheit, sufficient to melt steel. Were he to glance at a living organism while using this power, great internal damage or death would result. The Basilisk can control the degree of his energy-beam's molecular disturbance at will.

Besides his ocular powers, the Basilisk has abilities pertaining to his physical form. The Alpha-Stone transformed his body's cellular structure, granting him superhuman strength and resilience. The Basilisk is several times as strong as the average human being, being able to lift (press) approximately 800 pounds. His skin is tougher than human, having a lizard-like thickness. The Basilisk has a great affinity for lava, being able to pass through it in comfort. Contrary to one account, the Basilisk is unable to teleport himself. He can, however, travel at astonishing speed through molten magma inside the earth by the thrust of his force beams.

Spider-Man's Belt Camera art by Eliot R. Brown & Josef Rubinstein

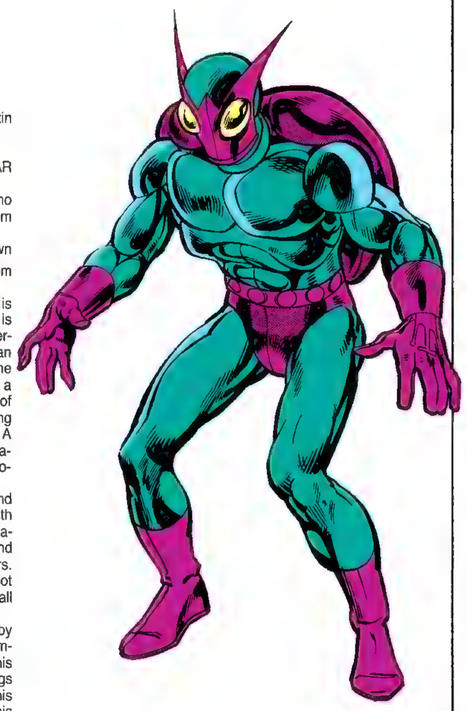
Basilisk art by Sandy Plunkett & Josef Rubinstein

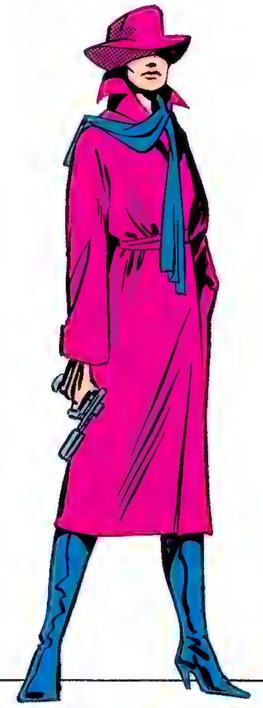
BEETLE

Real Name: Abner Jenkins
Occupation: Professional criminal
Legal status: American citizen with criminal record
Identity: Secret
Place of birth: Baltimore, Maryland
Marital status: Single
Known relatives: None
Group affiliation: Current member of the Masters of Evil, former employee of Justin Hammer
Base of operations: New York area
First appearance: STRANGE TALES #123, (in current battle-suit) SPECTACULAR SPIDER-MAN #58
Origin: Abner Jenkins was a master mechanic employed as a menial factory worker who decided to use his mechanical knowledge to build himself a powerful battle-suit to aid him in the illegal acquisition of wealth.
Height: 5' 11" **Weight:** 175 lbs **Eyes:** Brown **Hair:** Brown
Powers: The Beetle possesses no superhuman powers. All of his abilities derive from his battle-suit.
Weapons: The Beetle's weaponry is all built into his beetle-like battle-suit. The suit is constructed of a magnanium alloy, providing him with a degree of invulnerability. He is able to smash through an 18-inch masonry wall without damage. The suit contains power-boosting circuitry which augments his strength to several times that of a normal human being. Wearing the suit, the Beetle is able to lift (press) approximately 1,000 pounds. The suit's power source is a microwave processor built into his helmet. The helmet has a folded antenna path that allows reception and ultra-efficient conversion into energy of microwaves at many prevalent frequencies, giving his suit a constantly-replenishing power supply. This microwave processor sometimes jams nearby television reception. A mini-computer built into his chestpiece feeds data to his helmet on his opponents' probable movements, enabling him to anticipate their moves. In order for the computer to provide this tactical information, it must have sufficient data on that opponent.

The battle-suit contains a number of other special features. The gloves of each hand contain pneumatic suction-grippers, enabling the Beetle to cling to walls or lift things with his fingertips. Also, each glove contains circuitry that enables him to shoot an electrostatic blast he calls his "electro-bite." He discharges the electro-bite by touching the second and third finger sheath of each hand together and pointing with the first and fourth fingers. The electro-bite has sufficient power to blast a one foot diameter hole through a 3 foot thick brick wall at fifteen feet. (Such a blast would, however, necessitate his diverting all available power to his gloves, thus temporarily immobilizing his other weaponry.)

The final feature of the Beetle's armament are his ultra-tough mylar wings powered by super efficient brushless DC micro-motors which enable him to fly by mimicking the complex motion of actual beetles' wings. Stored beneath dome-like armored sheaths on his back when not in use, the wings can be unsheathed by cybernetic command. The wings enable him to fly at a normal cruising speed of 60 miles per hour. By diverting all of his power into the wings, he can reach a top speed of 100 miles per hour for as long as his power holds out.





BELLADONNA

Real Name: Narda Ravanna
Occupation: Chemist
Legal status: American citizen with a criminal record
Identity: Secret
Place of birth: Boston, Massachusetts
Marital status: Single
Known relatives: Desiree Vaughn-Pope (sister)
Group affiliation: None
Base of operations: New York City
First appearance: SPECTACULAR SPIDER-MAN #43
Origin: Narda Ravanna and her sister Desiree built themselves a prosperous fashion and cosmetics firm in Europe but were put out of business when a business rival ruined them with bad publicity. Using her knowledge of chemistry, Narda developed a number of chemical weapons, donned a disguise, and set out to wreak vengeance.
Height: 5' 5"
Weight: 120 lbs
Eyes: Blue-grey
Hair: Brown
Powers: Belladonna possesses no superhuman powers.
Weapons: Belladonna uses various chemical gases and perfumes that aid in her criminal activities. Her major type of gas is made up of neo-atropine, a substance derived from the belladonna plant. This gas has the property of making those who breathe it drowsy and eventually unconscious. It also serves to fill a room with a thick opaque vapor which hinders visibility. A special side effect of the gas is that it dissolves Spider-Man's chemical webbing (or at least it did until he improved his web formula). She employs various other chemical agents.

Belladonna uses a gas gun to propel the various gasses. She also has a special system of tubing stitched into the lining of her coat sleeves, which is activated by an unknown mechanical linkage, for use in the event she is disarmed and needs to employ her gas.

Beetle art by John Byrne & Josef Rubinstein

Belladonna art by Marie Severin & Josef Rubinstein

BLACK CAT

Real Name: Felicia Hardy
Occupation: Burglar
Legal status: American citizen with criminal record
Identity: Known to the police
Other current aliases: Felicity Harmon
Place of birth: Queens, New York
Marital status: Single
Known relatives: Walter Hardy (father, deceased), Lydia Hardy (mother)
Group affiliation: None
Base of operations: New York City
First appearance: SPIDER-MAN #194
Origin: Learning her father was an infamous cat burglar, Felicia Hardy decided to follow in his footsteps. She undertook a rigorous physical training program that increased her strength, endurance, and agility, and she practiced such criminal skills as the design and history of safes, lock-picking, and martial arts such as karate. Donning a costume to conceal her identity, she set out to seek her fortune as the Black Cat.
Height: 5' 8"
Weight: 120 lbs
Eyes: Green
Hair: Platinum blonde
Powers: The Black Cat has no superhuman physical powers, but she has trained herself to be an Olympic level athlete with superb gymnastic skills. She is extremely agile, able to execute complicated flips, springs, and rolls with minimal effort. She is nimble-footed and possesses excellent reflexes. She moves with the grace and stealth of her namesake. She has been known to do standing high jumps of almost six feet and standing broad jumps of nearly ten feet. She has a black belt in karate and judo, making her quite proficient in unarmed combat.

Her only ability that borders on the superhuman is a non-physical one. The Black Cat seems to be able to subliminally affect probability fields, causing improbable (but not impossible) things to occur within her line of sight. This phenomenon, which she calls her "bad luck tricks," generally involves inanimate objects such as brick walls (which tend to collapse on her enemies), ropes (which tend to break), and fire escapes (which tend to fall). This talent would seem to be a natural unconsciously-controlled ability to manipulate probabilities in extremely localized areas, which is triggered when she is in a stressful situation (such as fighting or escaping). This talent could be classified as a rudimentary mutant-psionic ability.
Weapons: The Black Cat sometimes carries a length of cable which can be strung between buildings and walked on like a tightrope or used simply to swing on. The cable has a ball on the end that contains a surface of micro-encapsulated long-polymer super-adhesive. When thrown, the micro-capsules break open on impact and then can stick to virtually any surface. The ball can be used many times before replenishing, because there are several million micro-capsules over the entire ball, thus ensuring that each random throw will land on a fresh patch. The ball also contains a simple mechanism which releases a solvent that frees the ball. The Black Cat sometimes uses a projectile launcher to dispatch the cable, sometimes she simply throws the cable. The launcher has a range of 1,000 feet.

Art by John Romita Jr. & Josef Rubinstein

CLOAK

Real Name: Unknown
Occupation: Vigilante
Legal status: American citizen
Identity: Secret
Place of birth: Unknown
Marital status: Unknown
Known relatives: None
Group affiliation: Works with woman named Dagger
Base of operations: New York City
First appearance: SPECTACULAR SPIDER-MAN #64
Origin: Cloak, like Dagger, was a young runaway recruited to be a guinea pig for the mob's experiments to develop a local addictive-drug market using new synthetic drugs. While all the other test subjects died, Cloak and Dagger were somehow endowed with super powers, presumably as a side-effect of the drug.
Height: 5' 9"
Weight: 155 lbs
Eyes: Brown
Hair: Black
Powers: Cloak has the ability to mentally create an aperture into a dimension comprised of an insubstantial, featureless, intense-black material, with no visual cues as to its surface, even when viewed against a background of this dimension. With the aperture opened, he can either project the gas-like substance of the dimension into Earth's atmosphere in controlled amounts, or he can dispatch his foes into the dark dimension itself. Though the aperture could theoretically be formed anywhere within Cloak's field of vision, he generally uses his cape as an aid to help him define the area of the aperture. Hence, the darkness seems to issue forth from under his cape. The largest area Cloak has yet to shroud in darkness is a volume of approximately 4,000 square feet (an entire warehouse). He dispatches people into the dimension of darkness by entrapping them beneath his billowing cloak. So far Cloak has only sent four people into the dark dimension at the same time. Since there is existence, but no propagation of light, the dimension may be a void which is an interstitial region between two out-of-synchronization universes. The realm is said to be cold. Cloak is also able to "teleport" from one point to another on Earth's surface by entering the dimension of darkness itself, traversing a distance and emerging back into Earth's dimension. It is not yet known whether spatial relationships of the dark dimension correspond with our universe's; that the crossing of ten feet in our dimension will be the equivalent of "ten feet" in the dark dimension. Cloak seems to be able to perceive the correspondent distances while within the dark dimension, as he suffers no disorientation upon re-emergence. As yet, Cloak has not used the dark dimension to teleport himself more than half a mile.

DAGGER

Real Name: Dagger
Occupation: Unknown
Legal status: American citizen
Identity: Secret
Place of birth: Unknown
Marital status: Unknown
Known relatives: None
Group affiliation: Works with man named Cloak
Base of operations: New York City
First appearance: SPECTACULAR SPIDER-MAN #64
Origin: Same as Cloak's
Height: 5' 5"
Weight: 115 lbs
Eyes: Grey
Hair: Blonde
Powers: Dagger has the ability to generate an unknown sort of luminous energy which she can hurl from her fingertips in the form of six-inch long wedge-shaped projectiles. When these projectiles strike a human target, they cause a biophysical shock reaction to the victim's nervous system. If the victim is in poor physical condition, under the influence of foreign substances, or is hit by more than one of these light-daggers, he or she may die. Otherwise the victim is temporarily paralyzed for around five minutes, depending on the victim's metabolism. Dagger appears to have a fair degree of control over her projectiles, making them alter their trajectories in mid-flight. The projectiles appear to travel at the speed of a thrown object, approximately 85 miles per hour. When they hit a solid object, they sometimes ricochet and at other times disperse, perhaps depending on the angle and force of impact. The limitations of Dagger's ability to generate her light-projectiles is not yet known. To judge by the conservative manner in which she employs them, there seems to be a limit on the number of projectiles she can generate within a given period of time.

Dagger seems to have been trained in hand to hand combat, and is highly athletic, able to perform various gymnastic feats with grace and professional style. She appears to have human-level strength and endurance.

There are certain indications that a relationship exists between Cloak's and Dagger's powers, but what this may be is not yet known.

Art by Ed Hannigan & Josef Rubinstein

DOCTOR OCTOPUS

Real Name: Otto Octavius
Occupation: Ex-atomic research consultant, criminal mastermind
Legal status: American citizen with criminal record
Identity: Publicly known
Former aliases: Master Planner
Place of birth: Schenectady, New York
Marital status: Single
Known relatives: None
Group affiliation: Frequently heads his own gang
Base of operations: New York area
First appearance: AMAZING SPIDER-MAN #3
Origin: Otto Octavius was a brilliant atomic researcher who designed and constructed a chest harness to which four artificial tentacle-like arms were attached to enable him to manipulate radioactive substances from a safe distance. In a freak laboratory accident, volatile radioactive organic liquids exploded, bombarding the scientist with radiation. As a consequence, the harness became bonded to his skin and nervous system. The scientist, nicknamed "Doctor Octopus," found that he could now control his artificial arms mentally, rather than by the manual chest-plate controls. Over the years, Octavius gained an even greater command over his extra arms, enabling him to direct their actions even when they became separated from his chest harness.
Height: 5' 9" **Weight:** 245 lbs
Eyes: Brown **Hair:** Brown
Powers: Doctor Octopus's superhuman abilities derive from his four mentally-controlled, electrically-powered, telescoping, prehensile titanium-niobium tentacles attached to a stainless steel harness encircling his body from lower chest to waist. Each tentacle, approximately five inches in diameter, terminates in three, single-jointed pincers. These pincers are capable of gripping with a force of 175 pounds per square inch, sufficient to deform any object made of a thin-walled substance less durable than steel. The pincers can, for instance, crush a handgun. The pincers are able to rotate in relation to the arm for 360 degrees, in a screwdriver-like twisting motion.

Each tentacle is approximately six feet long at full contraction but can extend to a maximum of twenty-four feet. Each tentacle segment contains four high-efficiency electric motors equipped with a clutched, helical-gear train (as the motor's armature rotates it extends a geared sheath as much as 200% in either direction), independently mounted on frictionless gimbals and housed in four thin, overlapping layers of titanium-niobium steel. The titanium-niobium alloy is light, has high tensile strength (160,000 pounds per square inch), a high melting point (2,200° Fahrenheit), and high thin-wall rigidity. The motors get their power from a small nuclear-powered thermo-electric generator, which can provide several hundred watts per hour for up to five years before needing to replace its U^{239} core. Each tentacle is able to lift approximately 3 tons (provided that Octopus supports his harness with at least one other arm in order to prevent the chest harness/skin interface from bearing any part of the effort). With one arm, Octopus can lift an automobile. With two arms, he can throw an automobile tens of feet, or lift a small bus. Each arm is capable of moving at a speed of 90 feet per second and can strike with the force of a jackhammer, or generate a 50 mile per hour wind by spinning his arms like a giant fan.

By combining the intrinsic strength of both his tentacles and the pincers, Doctor Octopus can perform such feats as tearing steel doors off bank vaults or scaling stone, brick, or concrete walls by rending "handholds" in the surface of the wall. Octopus is able to use his tentacles for traversing horizontal distances, as well. At full extension, he can travel high above the ground as if on stilts, either using two tentacles, or for maximum speed (approximately 50 miles per hour), four tentacles.

Doctor Octopus possesses extraordinary mental abilities and concentration, and through years of practice is able to perform two complex and two simple independent actions, simultaneously, one with each arm. Although there are no nerve endings throughout the length of his artificial arms, Octopus is able to "feel" basic sensations with them. As a result of mutagenic changes from exposure to radiation during the accident, electrical connections have been made from his chest harness to his spine. Thus, Octopus can mentally perceive "tactile" sensations by feeling the amount of electrical resistance that the pincers's electric motors feel when the pincers grasp an object. He could, for example, without the necessity of looking, feel for a mouse and pick it up without harming it.

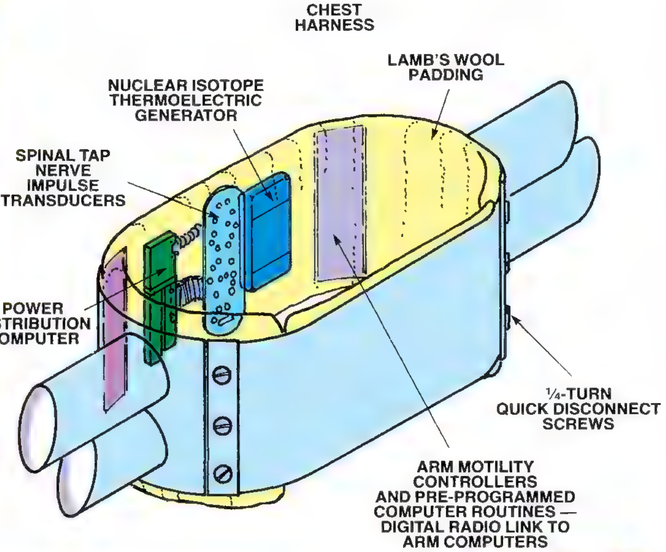
Octopus is able to control the actions of his artificial arms even when they have been severed from his body and are separated from him by vast distances (a distance of 900 miles has been recorded). There is a telemetry system in his chest harness control center which provides him a mental link with each tentacle. The tentacles have been modified since the time of the original accident to include high-efficiency battery packs (enabling movement when cut off from the central power source) and individual micro-circuit control modules (enabling each arm to perform certain pre-programmed actions when Octopus loses conscious control). In the event that Octopus loses consciousness, the control module of each arm has enough pre-programmed conditional responses in its memory chip (128 kilo-bytes of memory, equivalent to about 800 pages of instructions) to enable it to perform a relatively complex sequence of actions, such as saving his life. The trauma of his arm or arms being separated from the harness causes a period of disorientation in which his arms flail about until the pre-programming takes over.

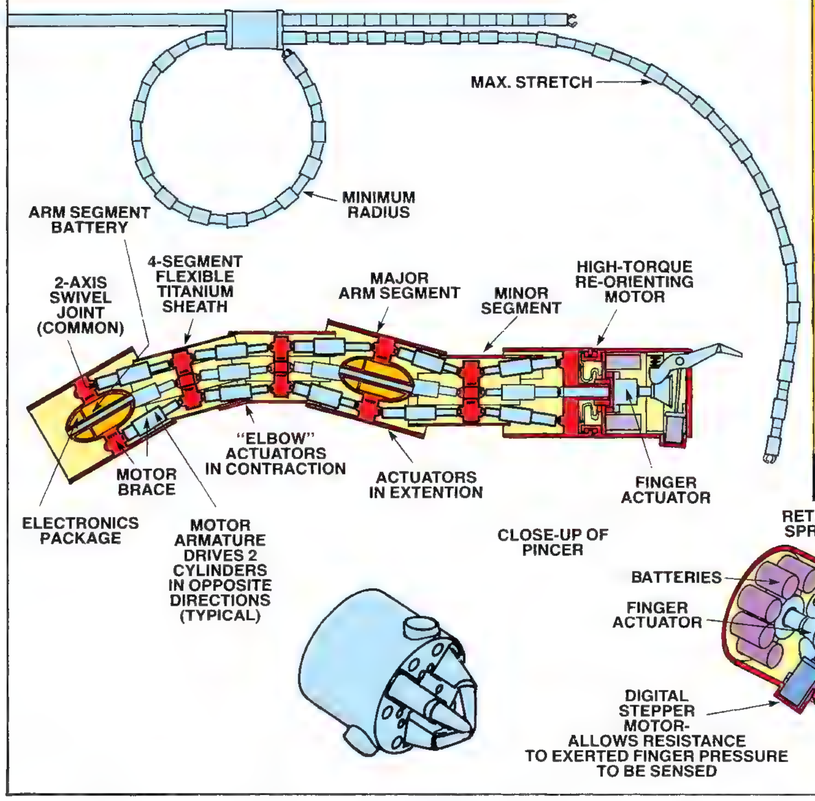
Doctor Octopus is a slightly overweight physical specimen, with slightly below-average natural athletic abilities and little practical knowledge of conventional fighting skills. His body is subject to all human frailties: pain, disease, lack of oxygen, etc.

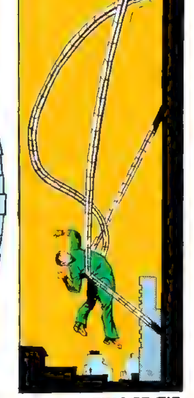
Art by John Romita Jr. & Josef Rubinstein

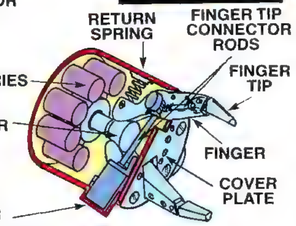
DOCTOR OCTOPUS'S ARMS

DESIGNED AND CONSTRUCTED BY OTTO OCTAVIUS









Art by Eliot R. Brown & Josef Rubinstein

ELECTRO

Real Name: Maxwell Dillon
Occupation: Former lineman for Consolidated Edison, now professional criminal
Identity: Publicly known
Legal status: American citizen with a criminal record
Former aliases: None
Place of birth: Endicott, New York
Marital status: Divorced
Known relatives: None
Group affiliation: Temporary replacement in the original Frightful Four, one-time leader of the Emissaries of Evil
Base of operations: Mobile
First appearance: AMAZING SPIDER-MAN #9
Origin: Maxwell Dillon was a high-wire lineman for New York's major electrical power company. While holding power lines that were still connected to their spool, Dillon was struck by lightning. The unusually configured magnetic field that was generated by the wound spool of 1-inch cable and the live, high-tension wires caused a body-wide mutagenic change in his nervous system. This change transformed him into a living, electrical capacitor, powered by the microfine rhythmic muscle contractions that normally regulate body temperature. Donning a colorful disguise and calling himself Electro, Dillon decided to use his power for personal gain.
Height: 5' 11" **Weight:** 165 lbs
Eyes: Blue **Hair:** Red-brown
Powers: Electro possesses the ability to bodily generate electrostatic energy which he can release or harness for a number of effects. His body is capable of generating electricity at a rate of about 1,000 volts per minute, but can only store a maximum of about 100,000 volts at any time, after which his body ceases to generate. As he expends his electrostatic energy, his body automatically begins to recharge its stores. Electro has the ability to mentally control the amount of electricity he discharges. Anywhere from a single volt to his full 100,000 volt charge may be emitted at once. At ten feet, his maximum charge is more than enough to kill a man.

Electro can employ his electrostatic energy in a number of ways. The simplest manifestation is the emission of a lightning-like electric arc from his fingertips, which can propagate through air or other conducting mediums. This discharge, whose total voltage can by regulated within certain limits, travels at the speed of lightning, about 1,100 feet per second. The course of the electrostatic bolt, like lightning, does not always follow a straight line since it may be influenced by conducting substances like metal or other electrical fields. If his target is not grounded, his electrostatic bolt will have little effect. The maximum effective range of his bolts is about 100 feet.

Electro can propel himself along the accompanying magnetic lines of force in objects that have great electric potential, such as high-tension electrical lines. He generates tight, eddying electrical fields around his legs, which develops an intense, opposing magnetic field that can support him above the electric cable's magnetic field. By creating imbalances in his field, he can ride along on magnetic ripples at speeds of up to 140 miles per hour, the maximum speed at which he can still breathe unaided. This phenomenon could be applied to other high-voltage electrical devices, but few are as useful to Electro as power transmission lines.

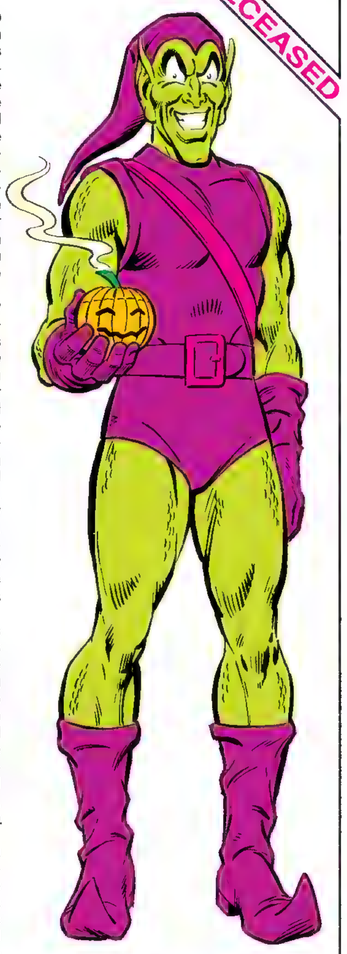
Electro's electrical powers also grant him certain sensory and manipulative abilities. By "feeling" the course of electricity through the circuitry of any electrically-powered device, Electro can override the system and make the device obey his mental commands. Electro can disconnect alarm systems, control computers in a limited way, or overload any electrically controlled system that is insufficiently shielded.

The electric flux of Electro's skin is such that when his electric charge is at its maximum, a person touching him is in danger of being electrocuted. Electro's body is immune to the effects of its electricity and that of other sources as well. Hence, Electro cannot be electrocuted no matter the voltage. Electro is even able to use an external electrical power source to recharge his body's energy reserves. Thus, if he had access to an unlimited source of current, he could expend electrical energy indefinitely without diminishing his personal reserves. The electricity coursing through his altered body augments his strength, speed, and recuperative powers. When fully charged, Electro is able to lift (press) about 500 pounds.

Art by Mike Zeck & Josef Rubinstein

GREEN GOBLIN

DECEASED



Real Name: I: Norman Osborn. II: Harold "Harry" Osborn. III: Dr. Barton "Bart" Hamilton
Occupation: Professional criminal, also: I: Owner and president of Osborn Industries, Inc. II: Owner of Osborn Industries, Inc. III: Psychiatrist
Identity: Secret
Legal status: American citizen with no criminal record
Former aliases: None
Place of birth: I: Hartford, Connecticut. II: New York City. III: Scarsdale, New York
Place of death: I and III: New York City
Known survivors: I: Harry Osborn (son)
Group affiliation: I: Former partner of the Crime-Master
First appearance: I: AMAZING SPIDER-MAN #14. II: (as Harry) AMAZING SPIDER-MAN #31, (as Goblin) AMAZING SPIDER-MAN #136. III: (as Hamilton) AMAZING SPIDER-MAN #174, (as Goblin) AMAZING SPIDER-MAN #176
Final appearance: I: AMAZING SPIDER-MAN #122. II: (as Goblin) AMAZING SPIDER-MAN #180. III: AMAZING SPIDER-MAN #180
History: Norman Osborn was the ruthless co-owner of a leading New York chemical manufacturing firm, which also had research divisions that dealt in other areas including robotics. Osborn was obsessed with gaining increasing amounts of wealth and power, even by unethical means. When he discovered that his longtime partner, Prof. Mendel Stromm, had taken a sum of money from the company for his personal use. Osborn seized the opportunity: although he knew that Stromm intended to pay back the money, he had Stromm arrested and jailed for theft.

With Stromm gone, Osborn began going through the notes on Stromm's private research. Osborn thus stumbled upon a formula that Stromm was developing with the intention of using it to increase a person's intelligence and physical strength. That night Osborn tried to re-create the chemical from Stromm's notes. He watched as the solution turned green, and then it exploded. Osborn was hospitalized for weeks as surgeons labored round the clock to save his life. They did so, and Osborn was finally released. Only he knew that the chemical had indeed increased his intelligence dramatically, but what Osborn did not realize was that it had also driven him insane. He decided to become a costumed criminal, and to use his increased intelligence to build upon his company's scientific devices and chemical discoveries and turn them into weapons. He designed a costume for himself which he colored green, after the solution, and named himself the Green Goblin.

The Goblin decided to begin his criminal career by killing Spider-Man, who had only recently become a crimefighter. Having thus made a tremendous reputation for himself, the Goblin would then attempt to organize a worldwide crime syndicate with himself as the head. The Goblin first hired the criminal Enforcers, and then, recalling Spider-Man's early ambitions in show business, contacted film producer B. J. Cosmos (born Kozmojian) of Cosmos Productions, a studio known for its low budget adventure films. The Goblin was then able to approach Spider-Man with an offer from Cosmos to star in his own film. Both Spider-Man and B. J. Cosmos believed the Goblin to be simply another new costumed adventurer, and Spider-Man agreed to the deal in order to make money for his aunt. However, once out on location in the New Mexico desert, the Goblin and the Enforcers attacked the unsuspecting Spider-Man. The attempt on Spider-Man's life failed and the film was cancelled.

The Goblin next ambushed Spider-Man at a meeting of a Spider-Man fan club, but again failed to kill him. So the Goblin resumed his plans to become the head of his own syndicate. His first step was to intimidate the members of the Lucky Lobo gang into making him their leader. The Goblin again ran afoul of Spider-Man, and the police arrested Lucky Lobo's gang.

Next the Goblin entered a short-lived partnership with another masked criminal, the Crime-Master, in order to organize all of the New York City area's independent crime gangs under their joint leadership, and thereby provide an effective counterforce to Maggia domination of the area's crime. The Crime-Master soon ended the partnership and made his bid to organize the gangs himself. The Goblin captured Spider-Man and brought his prisoner to the underworld meeting where the Crime-Master hoped to be named leader of the independent gangs. The mobsters then decided to make the Goblin their leader, but withdrew the offer after Spider-Man broke free and he and the police began fighting the assembled gangsters. The Goblin escaped, and the Crime-Master was killed by the police in a gun battle.

The Goblin was now determined to destroy Spider-Man before making another try for underworld power. After exposing Spider-Man to a gas which temporarily weakened his spider-sense (see *Spider-Man*), the Goblin was able to follow him undetected and learn his secret identity of Peter Parker. Then the Goblin easily captured Parker and brought him prisoner to one of his hideouts, where he boastfully revealed to him his true identity of Norman Osborn, the father of Parker's friend Harry. In the ensuing battle, the Goblin knocked live electrical wires into vials of chemicals which he fell against. The resulting shock blanked out Osborn's memory of the years during which he had been the Goblin. Deciding that Osborn should not be punished for actions he committed while insane, and that Harry would be better off not knowing his father was the Goblin, Spider-Man decided not to expose Osborn's other identity.

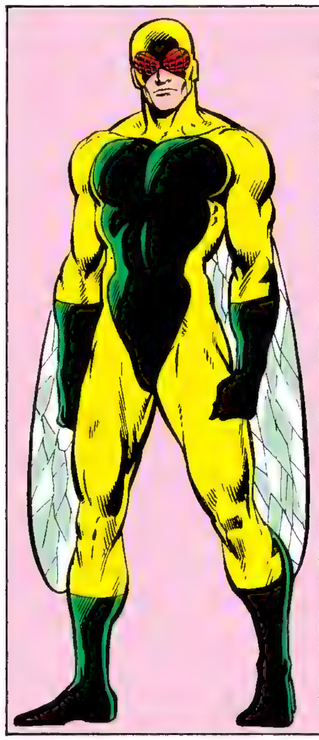
Twice during the following years the Goblin's personality and memory resurfaced in Osborn's mind, but each time Spider-Man managed to induce Osborn into repressing his Goblin self and returning to his normal state of mind, in which he had no memory of being the Goblin. However, when Osborn relapsed the third time, he kidnapped Parker's girlfriend Gwen Stacy and threw her off the George Washington Bridge. Even though Spider-Man caught her, the shock of the long, rapid fall had killed her. In a battle with Spider-Man that followed, the Goblin was accidentally impaled upon the sharp point of his own jet-glider and died.

Harry Osborn, Norman's son, was at that time in a mentally unstable state due to the influence of certain drugs he had been taking. He witnessed the final battle of Spider-Man and the Goblin, and thus witnessed the Goblin's demise. While no one was watching, Harry removed the Goblin's mask and costume, so that the police would find Norman Osborn's body without any evidence that he was the Goblin. Harry now blamed Spider-Man for murdering his father, and some time later, he discovered that Parker was Spider-Man. Now insane, Harry became the new Green Goblin and battled Spider-Man, who defeated him. Spider-Man removed Harry's costume, and Harry was turned over to the police, who refused to believe Harry's claims to be the Green Goblin. Only Harry and Spider-Man knew that the original Goblin was dead, and the police thought Harry was too young to have been the Goblin for several years

Harry was placed under the care of psychiatrist Dr. Barton Hamilton, who successfully cured Harry of his insanity, and even induced him into forgetting his life as the Goblin, and hence his knowledge of Spider-Man's secret identity. However, under hypnosis, Harry told Hamilton all about his being the Goblin, about many of the Goblin's secrets, and about Spider-Man's secret identity. Hamilton checked out Harry's stories and discovered them to be true, and even found one of the Goblin's many hideouts. Eventually, covetous of the Goblin's power, Hamilton decided to become the Green Goblin himself. He trained himself in using the Goblin's equipment, and then took Harry prisoner. As the Goblin, Hamilton then invaded an underworld meeting at which Silvermane (see *Silvermane*) was attempting to organize New York City's independent criminal gangs under the leadership of his Maggia "family." The Goblin proposed that he lead them instead. The conflict led to a three-way fight among the Goblin, Silvermane, and Spider-Man, in the course of which Silvermane was nearly killed in a fall. Harry escaped captivity and again assumed the identity of the Goblin in order to get revenge on Hamilton. After catching up with him, Harry permanently rejected his own Goblin identity. Hamilton was killed by the explosion of a bomb with which he tried to kill Harry and Spider-Man. Harry again lost the memory of being the Goblin as well as his knowledge of Spider-Man's secret identity. Today, Harry is entirely sane, and there seems no danger that he will ever become the Goblin again.

An unidentified fourth person has now come into possession of the original Green Goblin's notes and equipment. This new criminal, however, calls himself the Hobgoblin (see *Hobgoblin*).
Height: I: 5' 11"
Weight: I: 185 lbs.
Eyes: I, II, III: Blue
Hair: I, II: Reddish-brown. III: Brown
Powers: None of the three Green Goblins had superhuman powers.

Art by John Romita Sr. & Josef Rubinstein



FLY

Real Name: Richard Deacon
Occupation: Professional criminal
Identity: Secret
Legal status: American citizen with criminal record
Other current aliases: Human Fly
Place of birth: Newark, New Jersey
Marital status: Single
Known relatives: None
Group affiliation: None
Base of operations: Mobile (mostly New York area)
First appearance: AMAZING SPIDER-MAN ANNUAL #10
Origin: Small-time criminal Richard Deacon was shot while trying to escape from Spider-Man and the police after an unsuccessful kidnapping attempt. Stumbling into the laboratory of Dr. Harlan Stillwell, the criminal scientist who surgically augmented such criminals as Hammerhead and the Scorpion, Deacon coerced Stillwell to save his life by surgically transforming him into a superhuman being. Stillwell was pleased to have a willing test subject to use in his latest area of research, and immediately began to imprint the genetic coding of a common fly onto Deacon's genetic coding, utilizing advanced microsurgical techniques. When the process was over, Deacon had been endowed with fly-like body-wide alterations. To prevent Stillwell from betraying him, Deacon killed him. Calling himself the Fly, Deacon used his powers to further his criminal ambitions.
Height: 5' 11" **Weight:** 200 lbs **Eyes:** Red **Hair:** Red
Unusual features: The Fly has huge, lidless multi-faceted eyes similar to a fly's, and transparent membrane-like wings growing from his shoulder blades.
Powers: The Fly possesses a variety of superhuman powers analogous to a man-sized version of his namesake. The Fly has the proportionate strength of a fly, approximately 40 times that of a human being. He can lift (press) approximately 3 tons, the weight of an average limousine. His speed and reaction time is about 3.5 times that of an average human being while his endurance is about 3 times that of an Olympic marathon runner.

The Fly's fingers and toes are covered with tiny adhesive-secreting glands which enable him to cling to non-porous and most porous building material surfaces (brick, glass, metal) by touch, even upside down. His adhesive powers are not as great as that of Spider-Man's; he cannot support much more than his own weight.

The Fly's globular, multi-faceted eyes enable him to see 360° around, above, and below his head at all times. The fovea of the normal human eye confines perception to a very narrow field of view, largely ignoring peripheral vision. Non-foveal eyesight, like that of a fly, devotes equal importance to all angles of view. While it took him a period of time for his brain to acclimate to the confusing input of non-foveal vision, he is now fully adapted and cannot be caught unawares from behind.

The Fly's tough, thin, membrane-like wings enable him to fly by oscillating at trans-sonic velocities, generating 190 mile per hour winds. The Fly is able to support his own weight plus an additional 150 pounds of cargo. His wings are able to propel him at speeds of up to 60 knots (69 miles per hour). He has sufficient endurance to fly for about 6 hours at top speed before needing to alight and recover. The wings produce a high-pitched "buzzing" sound, which is the audible third-order harmonic of his ultrasonic wing-beat frequency. The Fly can vibrate them in opposition to one another at such high speeds that they create a shock wave of air pressure with the concussive force of a focused, 190 mile per hour wind (in the range of 40 pounds per square inch of overpressure, equivalent to the blast wave of 50 pounds of TNT at a distance of 30 feet).

JACKAL

DECEASED

Real Name: Prof. Miles Warren
Occupation: Biochemistry professor at Empire State University
Legal status: American citizen with no criminal record
Identity: Secret
Other aliases: None
Group affiliation: Partner of the Punisher, partner of Hammerhead
Place of birth: Brooklyn, New York
Place of death: Shea Stadium, New York City
First appearance: (as Professor Warren) AMAZING SPIDER-MAN#31, (as Jackal) AMAZING SPIDER-MAN #129
Final appearance: AMAZING SPIDER-MAN #149
Known relatives: None
History: Professor Miles Warren was a biochemistry professor at Empire State University, and undergraduate instructor to both Peter Parker (alias Spider-Man) and Parker's girlfriend Gwen Stacy. Warren felt an admiration and affection for Stacy which, as time passed, became an obsessive paternal infatuation. When Stacy died as a result of a conflict between Spider-Man and the original Green Goblin, Warren believed, as was reported in the news media, that Spider-Man was to blame for her death. Warren was grief stricken. The following day, Warren's lab assistant, Anthony Serba, called his attention to the first successful results of a rudimentary cloning experiment done at the E.S.U. lab. Warren stole previously existing cell samples of the late Gwen Stacy from the E.S.U. lab, blamed the theft on Serba, and surreptitiously began making a clone of Stacy. When Serba discovered this, Warren killed him. Warren disposed of Serba's body and, wrought with guilt, convinced himself that it was not he, but another identity, who committed the murder. Overhearing the mention of the jackal, a predatory beast, while passing through a hallway, Warren decided to develop a criminal identity called the Jackal, which he could use against Spider-Man to avenge the death of the original Gwen Stacy. When the Jackal, as Professor Warren, learned that Peter Parker was Spider-Man, jealousy of Parker, who had loved Gwen Stacy when she was alive, compounded his hatred for Spider-Man, whom he believed killed her. Using special means, the Jackal rapidly aged the Stacy clone to maturity, and used her as a psychological weapon in a criminal plot to destroy Spider-Man. During this time, Jackal enlisted the aid of the Punisher, Hammerhead, the Grizzly, and the Tarantula.

The Jackal was killed at Shea Stadium, at the scene of a battle he had set up between Spider-Man and a Spider-Man clone he had grown from stolen tissues of Peter Parker. Witnessing the fight, the Gwen Stacy clone realized that her master had endangered the lives of innocent people, among them Daily Bugle reporter Ned Leeds. She confronted the Jackal with his real identity and the fact that he had murdered Serba. Faced with his own guilt, the Jackal threw himself onto a bomb that he had rigged to kill Leeds. The explosion killed him and the Spider-Man clone. Leeds and the others survived.
Height: 5' 10" **Weight:** 175 lbs. **Eyes:** Green **Hair:** Grey
Powers: The Jackal possessed no superhuman powers. However, Miles Warren put himself through extensive physical conditioning while developing the identity of the Jackal, making him a better than average athlete for his age group.

Fly art by John Romita Jr. & Josef Rubinstein

Jackal art by Don Perlin & Josef Rubinstein

KINGPIN

Real Name: Wilson Fisk
Occupation: Criminal organizer and mastermind, president and owner of legitimate businesses
Identity: Fisk is publicly known to be the Kingpin, but his dual identity has never been officially proved.
Legal status: American citizen with no criminal record
Former aliases: The Brainwasher, Harold Howard
Place of birth: Unknown, probably in New York City area
Marital status: Married
Known relatives: Vanessa Fisk (wife), Richard Fisk (son; see *Appendix: Schemer*)
Group affiliation: Leader of a coalition of East Coast non-Maggia criminal organizations. Former manager of las Vegas HYDRA faction.
Base of operations: New York City. The Kingpin conducts both his legal and illegal operations from a midtown skyscraper that he owns. He lives in a mansion in New York State's Westchester County.
First appearance: AMAZING SPIDER-MAN #50
Origin: Very little is known about the kingpin before he first took command of the East Coast mobs. He has described himself, however, as having been "an unpopular, blubbery child" before he began his lifelong pursuit of bodybuilding. Wilson Fisk was probably impoverished as a child, and turned to crime as an adolescent. From the start Fisk was determined to be the best in whatever he did, and he believed physical strength to be a major factor in building power in the underworld. Hence, he fanatically trained himself in various methods of bodybuilding and personal combat, finally concentrating on the Japanese art of sumo. His sumo training probably led to his interest in the Orient, which would manifest itself in other ways. Fisk educated himself by stealing books from stores and libraries, and became particularly fascinated by political science. He decided that another key to success would be in using political techniques in organizing and directing groups of criminals. It was his adoption of these techniques that caused him to be thought of as a political "kingpin of crime," a description which became his *nom du crime*. Although Fisk has always taken pleasure in physical combat with his enemies, he has always recognized the necessity never to place himself in a situation in which the law can prove his responsibility for crimes. As a result, Fisk has never once been convicted. Even when he inexplicably broke his own rule and was jailed for personally stealing an ancient tablet from Empire State University, charges had to be dropped for lack of evidence.

Fisk thus never worked as any criminal's henchman, but formed his own small gang right from the start. Fisk's gang rapidly grew in size, influence, power and wealth, thanks to his organizational skills and, when necessary, his prowess in hand-to-hand combat. Fisk was careful to invest his illegal gains in legitimate businesses. The first company which he owned completely was one dealing in spices from the Far East. Today, even though Fisk has built a vast legitimate business empire in various fields, he still professes in public to being merely a "humble dealer in spices."

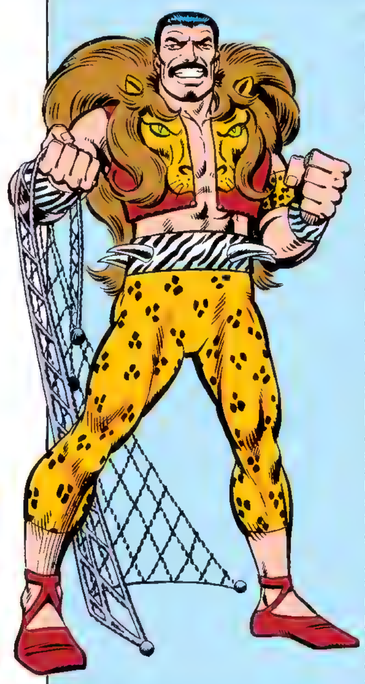
After about a decade of being a criminal leader, Fisk had also achieved enough success in legitimate business to become a prominent member of New York society. It is at this point that he met and soon married Vanessa (maiden name unknown), a beautiful woman not yet 20 years old, and whose love, the Kingpin has stated, gave him the peace he sought after his constant struggle for power. Whether or not Vanessa knew of his criminal activities when she married him is unclear; she did know afterwards. Their son, Richard, was born within a year after their marriage.

About two decades later, Fisk, now known as the Kingpin, had become one of the most powerful criminal leaders in both the New York and Las Vegas areas, and had won the respect of many of the other crime bosses. When the costumed crimefighter Spider-Man briefly retired, the Kingpin decided the time had come to fulfull his master plan. For years various major criminals dreamed of forming a coalition of criminal gangs in order to compete with the Maggia, which virtually monopolized organized crime throughout the country. The Big Man (the late Frederick Foswell) had only temporarily succeeded in uniting the independent gangs; others who have tried included the Crime-Master, Doctor Octopus, the first and third Green Goblins, the Mad Thinker, the Owl, Hammerhead, and Silvermane. With Spider-Man apparently gone, the Kingpin now proposed that such a coalition be formed under his leadership, and met with nearly unanimous acceptance. The Kingpin then directed a major crime wave in New York City which came to an end with his first confrontation with the again active Spider-Man. Moreover, the Kingpin's attempt to silence *Daily Bugle* publisher J. Jonah Jameson backfired when Spider-Man rescued Jameson, who then publicly exposed Fisk as the Kingpin. The crime coalition apparently then fell apart.

In the following years the Kingpin suffered a number of reversals. During this time he was offered an opportunity to fully achieve his ambitions for political power when he was recruited to serve as the behind the scenes leader of the Las Vegas area faction of the now fragmented HYDRA. His son, Richard, acted under him as Supreme Hydra of this group. Through HYDRA the Kingpin planned to overthrow the United States government and even achieve world domination, but he turned against HYDRA upon learning that the Las Vegas contingent was actually controlled not by him but the infamous Nazi war criminal, the Red Skull. Ever since, the Kingpin has pursued more realistic goals than HYDRA's.

Eventually, Vanessa, sickened by the Kingpin's life of crime, demanded that Fisk abandon it or else she would desert him. Unwilling to lose Vanessa, Fisk agreed to her terms, and the two retired to Japan. Vanessa even persuaded the reluctant Fisk to turn over his files on the activities of other leaders of organized crime to American legal authorities. To prevent this, the new leaders of the Kingpin's crime syndicate kidnapped Vanessa, who was then apparently killed by a Kingpin double who correctly saw her as the only obstacle preventing Fisk from returning to crime. The enraged Fisk indeed made a comeback. Not only did he reassume leadership of his former organization and dispose of those who had ruled it in his absence, but he turned over his files to the law through Daredevil, now with the motive of ridding himself of any rivals. The ploy worked: as a result of the evidence in the files, many criminal leaders, both inside and outside the Maggia, were convicted. In the ensuing power vacuum the Kingpin rebuilt his coalition, stronger than before. Today he controls all of the independent East Coast gangs dealing in conventional crimes. The Kingpin's organization is now stronger than any single Maggia "family" in the New York area. The Kingpin again turned his attention to his political goals, and his puppet candidate Randolph Winston Cherryh actually won the New York mayoralty election. However, Daredevil, now the Kingpin's primary adversary, had found Vanessa alive, though suffering from severe mental problems, and used her to successfully manipulate the Kingpin into ordering Cherryh to decline accepting the office.
Height: 6' 7" **Weight:** 450 lbs
Eyes: Blue **Hair:** Bald
Powers: The Kingpin is as strong as it is possible for a man of his height and weight to be without having superhuman powers. His great bulk does not consist of fat but of muscles that have been developed to enormous size, as in a sumo wrestler. The Kingpin can lift (press) approximately 650 pounds. The Kingpin's great fighting skills and extraordinary agility for a man of his size compensate for the great difference between his strength and Spider-Man's in unarmed combat. (Spider-Man has inhibitions about using his full strength against an opponent without superhuman powers for fear of killing him or her.)
Weapons: The Kingpin sometimes carries a walking stick which contains a concealed laser beam weapon that fires a short pulse of 300 watts, enough energy to vaporize a handgun. The walking stick can also be used to fire a concentrated spray of sleeping gas. The Kingpin's diamond stickpin also contains a small, highly compressed container of sleeping gas which is effective when fired directly into an opponent's face at close range. The Kingpin uses the stickpin gas as a last resort.

Art by Frank Miller & Josef Rubinstein



KRAVEN THE HUNTER

Real Name: Sergei Kravin **Occupation:** Professional hunter and adventurer
Identity: Publicly known **Legal status:** Former citizen of the U.S.S.R. with international criminal record
Former aliases: None **Place of birth:** Stalingrad, U.S.S.R.
Known relatives: Nikolai Kravin (father, deceased), Anna Makarova Kravin (mother, deceased)
Group affiliation: None **Marital status:** Single
First appearance: AMAZING SPIDER-MAN #15 **Base of operations:** Mobile

Origin: Sergei Kravin was the only son of Russian aristocrats who emigrated to the United Kingdom after the Russian revolution. Orphaned, Sergei Kravin learned to survive by his wits and cunning. By late adolescence, he had traveled extensively, usually as a stowaway aboard cargo ships or trains, and lived at one time or another in every major city in Europe and Asia. In passage through equatorial Africa as a young man, Kravin found employment on a safari. There he discovered his natural talent for hunting, and left the safari to live on his own in the African veldt. He acquired great hunting skills and eventually amassed wealth as a big game hunter. He remained in Africa for ten years, during which time he stole an herbal potion from a witch doctor in the Belgian Congo. The rare naturally-occurring mutagenic chemicals in the potion reacted with Kravin's particular physiology to enhance his muscular strength and speed. A British journalist discovered the mysterious hunter while in the area, and spread his legend through the Western world, misspelling his name Kraven. Having stalked the deadliest animals on Earth, the hunter sought new challenges. Contacted by the Chameleon, a man who had once been his liason with the outside world, Kraven learned of a suitable challenge, the American adventurer Spider-Man. Traveling to America, Kraven the Hunter found that his fame had preceded him. Despite his best efforts, Kraven was defeated by Spider-Man and deported from the country. Angered by this humiliating blow to his reputation, Kraven the Hunter has illegally entered the U.S. on a number of occasions since then to attempt to exact revenge on Spider-Man.

Height: 6 **Weight:** 235 lbs **Eyes:** Brown **Hair:** Black

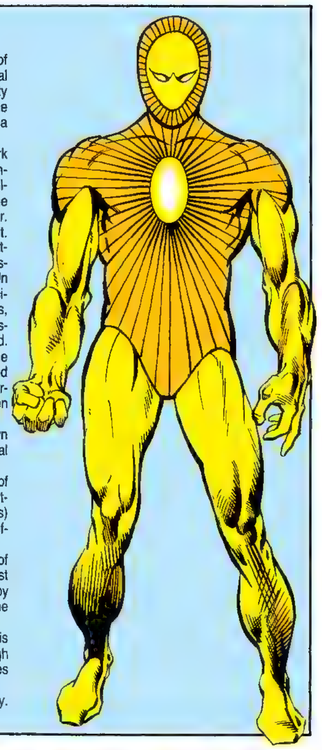
Powers: Kraven possesses superhuman strength and speed, mutagenic effects of the jungle potion he first drank when a young man (To maintain his chemically-conferred physical abilities, he must periodically ingest small quantities of the original potion.) Kraven can lift (press) about 2 tons, and has sufficient strength and skill to stop a charging bull elephant, throw a rhinocerous, and strangle a full-grown gorilla, all with his bare hands. He can run at speeds rivalling that of a cheetah (60 miles per hour) for short periods of time. Conversely, he can remain motionless for hours (stalking a wild gemsbok required him to sit motionless on a tree limb for 30 hours). His reflexes are superior to those of an Olympic athlete, and he has the agility of a top gymnast.

Kraven has cultivated a deep understanding of jungle beasts, enabling him to train notoriously difficult big cats (such as leopards and panthers) to do his bidding. He also has acquired a repertoire of exotic fighting techniques, employing an intimate knowledge of human and animal physiology. One such technique is his nerve punch, which applies force to certain nerve clusters close to the surface of the skin, paralyzing his opponent.

Weapons: Kraven employs weapons to augment his natural skills, such as darts, axes, manacles, spears, and whips. In addition, he has collected the herbs and potions used by witch doctors, and analyzed their chemical compositions. A skilled amateur chemist, he can proficiently reproduce exotic herbal and animal essences from basic laboratory chemicals; for example, the toxins he used against Spider-Man and Tigra. He has even synthesized animal pheromones (natural, secreted, airborne scents).

LIGHTMASTER

Real Name: Dr. Edward Lansky **Occupation:** Ex-physics professor, ex-vice-chancellor of Empire State University, now professional criminal
Identity: Publicly known **Place of birth:** New York City
Former aliases: None **Known relatives:** None
Marital status: Single **Base of operations:** New York area
Group affiliation: None
First appearance: SPECTACULAR SPIDER-MAN #3



Origin: Edward Lansky, vice-chancellor of Empire State University, concocted a criminal plot against the New York City government to prevent budget cuts for higher education which would have harmed E.S.U. Lansky used his scientific knowledge and university lab facilities to design a special body-suit capable of harnessing the power of light. Calling himself Lightmaster, he enlisted Kraven the Hunter and the Tarantula to kidnap three city government officials. The plan was thwarted by Spider-Man, who was enrolled at E.S.U.'s graduate school in his civilian identity as Peter Parker. Spider-Man defeated Lansky by running a current of electricity through him in an attempt to short-circuit his body-suit. Instead, it interacted with the experimental components of his suit to bodily transform Lightmaster into a being of unstable energy. Weeks after the accident, Lightmaster's energy-mass began to dissipate into the surrounding atmosphere. Forced to surround himself with light at all times merely to stay alive, he sought revenge against Spider-Man. In battle at his headquarters, a converted warehouse for a defunct manufacturer of light-display signs, Lightmaster accidentally overloaded New York's power systems, causing a brief black-out. With Manhattan plunged into darkness, Lightmaster's bodily substance dissipated, banishing his essense into what he termed a "light dimension." He escaped this state twice by gathering enough of his sentience to harness a powerful light source in the physical world. The first source was the mutant Dazzler, who drove him back to non-physical existence with Spider-Man's aid. The second source was the alien energy-bands worn by Quasar. Taking over Quasar's body, Lightmaster designed and built equipment to reverse the accident that transformed him into light. Despite the interference of Quasar and Spider-Man, he succeeded in turning himself back to normal. Currently serving a prison sentence, Lightmaster still has hidden away the plans for his light-powered body-suit, and perhaps working models of the suit itself.

Height: 5' 11" **Weight:** 175 lbs **Eyes:** Brown **Hair:** Brown

Powers: Lightmaster currently possesses no superhuman powers. All of his capacities are derived from his special body-suit.

Weapons: Lightmaster wears a close-fitting body suit, whose gravity-pump circuitry attract and stimulate a field of constantly moving photons (discrete packets of light that act like a wave-form of energy). The g-pump gear also neutralizes its own gravitational side-effects. The suit uses a high-density, light-switch (uses photons instead of electrons) computer which is linked to Lightmaster's brain-stem to allow him to cybernetically control photons for a number of effects.

Lightmaster's suit generates miniature gravitational vortices that distort the phases of incoming wave-trains of photons. By interfering the multiple distortions, small space-warps are formed. These local disturbances can manifest themselves as solid, low-mass objects. The shape, size, and relative velocity of these objects are determined by numerous, pre-programmed responses within the controlling computer, triggered by coded thought-patterns. The maximum speed of any of these small-mass objects is limited by the speed of light.

Lightmaster can fly and can carry loads (limited by what he can hold with his arms) by altering the fine balance of his suit's g-pumps. By developing a complex spiral of solid-light (analogous to a short section of a propeller's path through air), and rotating it at several hundred thousand revolutions per minute, he can reach a maximum speed of 140 miles per hour.

Lightmaster can generate a low-mass "punch" that derives its large moment (force of impact) from its light-velocity. These force-blasts reach a maximum force of 200 foot-pounds (sufficient to deform 1-inch thick steel).

Kraven art by John Romita Sr. & Josef Rubinstein

Lightmaster art by Rudy Nebres & Josef Rubinstein

LIZARD

Real Name: Dr. Curtis Connors
Occupation: Research biologist
Identity: Secret
Legal status: United States citizen with no criminal record
Former aliases: None
Place of birth: Coral Gables, Florida
Marital status: Married
Known relatives: Martha Connors (wife), William Connors (son)
Group affiliation: None
Base of operations: New York City and West Palm Beach, Florida
First appearance: AMAZING SPIDER-MAN #6

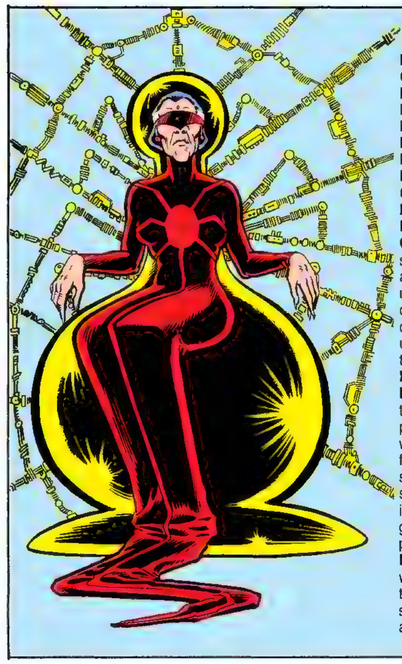
Origin: Dr. Curtis Connors was an Army surgeon whose right arm was amputated when it became gangrenous from a wound incurred during the latter half of the Korean war. Unable to remain a surgeon, Connors undertook the scientific study of reptiles, soon becoming a leading authority. Reptiles still possess the ability to regenerate missing limbs whereas mammals have evolved away from that trait. Connors discovered the precise chemical substance that confers this ability, and administered it to himself. He succeeded in regenerating his missing arm but the mutagenic effects of the chemical did not end and caused a body-wide transformation to a reptillian-humanoid form. Although Spider-Man concocted a potion that reversed the effects of the original chemical, the genetic-level changes caused by the serum remained, and Connors periodically continues to revert to the Lizard. The transformation is triggered by certain chemical and electromagnetic stimuli. After several encounters with the Lizard, Spider-Man effected a more lasting restraint on Connors' transformations, using a portable bio-enervator device invented by Connors himself at Empire State University. The bio-enervator drained Connors' "lizard aspect" and conferred it upon a temporarily humanoid-mutated iguana. It is not known whether Connors has been permanently fixed at his "human aspect" or not.

Height: 5' 11" **Weight:** 175 lbs **Eyes:** Blue **Hair:** Brown

Powers: The Lizard possesses a number of superhuman powers endowed by his reptillian form. He is stronger than human, capable of lifting (pressing) approximately 12 tons. His powerful leg muscles enable him to clear 12 feet in a standing high jump and 18 feet in a standing broad jump. His alligator-like hide is tougher than human skin, capable of resisting the penetration of small caliber bullets. His reaction time is about twice that of the normal human being and he can run at speeds of up to 45 miles per hour.

The Lizard possesses a 6.5 foot tail which he can whip at speeds up to 100 feet per second (70 miles per hour). Like a gegku lizard, his hands and feet have retractable 1-inch hooks growing from the base of his palm and the ball of his foot, and his fingers and toes are covered with scores of tiny claws to create adhesive pads. As a result, the Lizard can to support his weight climbing up and down normally intractable surfaces.

When the Lizard, the R-complex of Connors' brain (the most primitive region of the human brain containing the most bestial drives) takes over the cerebellum, causing Connors mind to become progressively inhuman. The Lizard gains a quasi-telepathic ability to communicate with and command all reptiles within about a 1-mile radius of himself.



MADAME WEB

Real Name: Cassandra Webb
Occupation: Professional medium
Identity: Publicly known
Legal status: American citizen with no criminal record
Former aliases: None
Place of birth: Salem, Oregon
Marital status: Widowed
Known relatives: Jonathan Webb (husband, deceased)
Group affiliation: None
Base of operations: New York City
First appearance: AMAZING SPIDER-MAN #210

Origin: Cassandra Webb became aware of her clairvoyant abilities while still a child, and strengthened them through constant practice. Blind since birth, Webb found that her psychic abilities more than compensated for her sightlessness. She became a professional medium, utilizing her gifts to help others as well as to support herself. Decades after the beginning of her career, Webb was stricken with *myasthenia gravis*, a baffling disease that gradually erodes the central nervous system, slowly incapacitating the entire body. She is now completely dependent upon her immobile life-support system, designed by her late husband, an electronics engineer, to provide vital life functions.

Height: 5' 6" **Weight:** 110 lbs **Eyes:** Pale grey **Hair:** Black and silver

Powers: Madame Web possesses a number of psychic sensory powers. With great concentration she can scan people's thoughts or project her thoughts into their minds (telepathy), perceive past or present events which she has not personally witnessed (clairvoyance), or foretell events which have a high probability of taking place (prescience). Since there is more than one possible future stemming from almost any given critical moment, she cannot perceive the future with absolute certainty: overlapping mental images of alternate sequences of events appear to her simultaneously, the most probable futures appearing more "luminous" than others. The farther into the future she tries to peer, the greater the number of possibilities which appear and thus the greater degree of uncertainty. The range of her telepathic powers is not yet known. Her natural powers make her particularly sensitive to similar powers in others.

Equipment: Madame Web is cybernetically linked to a spider web-like life-support system which attends to all of her bodily needs by augmenting her weakened autonomic nervous system. By simple cybernetic command, she can shift her chair to an upright or reclining position for sleeping. The system is equipped with robot arms that take the place of her own now useless arms.

Lizard art by Kerry Gammill & Josef Rubinstein

Madame Web art by John Romita Jr. & Josef Rubinstein

MAGGIA

The Maggia is an international crime syndicate that is the world's most powerful organization dedicated to conventional crime (as opposed to subversive activities). Originating in southern Europe, the Maggia spread throughout non-Communist Europe and the Americas. Its presence in the United States first came to public attention in the 1890's, and the Maggia's widespread bootlegging of illegal liquor during the Prohibition Era has become legendary. Today the Maggia controls most of the illegal gambling, loan-sharking, and narcotics trade in the United States, as well as many legal gambling casinos in Atlantic City, New Jersey and Las Vegas, Nevada. It also has great influence within various labor unions, and controls politicians on every level of government. Especially in recent years, the Maggia has invested many of its illegal gains into legitimate businesses. However, the Maggia enforces a strict code of secrecy among its members, and does not hesitate to punish betrayals and failures with death. Often the Maggia marks one of its members for execution by having a Maggioso grasp the intended victim by the chin in the so-called "Maggia touch."

The Maggia is not a monolithic organization but is instead a coalition of many virtually independent groups known as "families." The leading members of each family are usually connected through familial or marital ties. The Maggia also has affiliations with other criminal groups such as the Morgan organization in New York City's Harlem. Several "families" are based in the New York City area. Three of these families have come to pre-eminence.

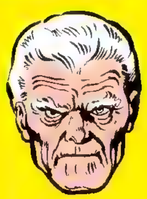
The Silvermane Family. Its leader is Silvio "Silvermane" Manfredi, one of the last of the legendary gangsters who came to notoriety during the 1920s and 1930s (see *Silvermane*). This group conducts its activities along traditional Maggia lines, and is heavily involved with the narcotics trade. Silvermane uses unusual scientific means only for the personal goal of staving off his own death, and not for the "family's" activities. Although Silvermane has a son, Joseph, once known as Blackwing (see *Circus of Crime*), his successor as family head will probably be his longtime rival, top Maggia lawyer Caesar "Big C" Cicero.

The Hammerhead Family. Dominated by middle-aged Maggia traditionalists, this family first became notorious under unusual circumstances. Perhaps in imitation of the Nefaria family, its leader, known as the "Top Man," outfitted his family hit men with costumes and advanced weaponry. He then gained ownership of the Baxter Building through questionable means, thinking that doing so would somehow give him legal title to the technology of the building's famed occupants, the Fantastic Four. The Fantastic Four defeated and captured the "Top Man," his claims to owning the Baxter Building were dismissed by the courts, and the "Top Man" was assassinated by order of his own family. The family then sought a new leader who would direct operations along thoroughly traditional lines, and chose a newcomer known only as Hammerhead, an amnesia victim whose new ruthless personna had been shaped by his love for gangster films. Hammerhead uses methods from the Prohibition Era, including gang wars, although will use advanced technology for personal ends, such as the exoskeleton that magnifies his strength.

The Nefaria Family. This group bears little resemblance to the rest of the Maggia. The late Italian nobleman, Count Luchino Nefaria, a scientific genius, was the world's most powerful Maggia leader until his initial defeat by the Avengers. Afterwards he moved his base of operations to the New York City area, and then imprisoned Washington, D.C. within an impenetrable force-dome and held it for ransom. After his defeat and capture, his daughter Giuletta, also known as Whitney Frost, succeeded him as family head and led an unsuccessful attempt to capture the advanced weaponry of Tony Stark. She was eventually succeeded by a costumed criminal, the Masked Maruader, who demanded complete control of New York City or else he would detonate a nuclear device there. After his capture, the family again apparently came under control of Whitney Frost, by then known as Madame Masque. Contrary to standard Maggia practice, the Nefaria "family," principally consisting of men under 40, has employed futuristic weaponry and even robots (like the Dreadnoughts), as well as costumed super-powered agents (Unicorn, Whiplash, Gladiator, etc.), and has launched open attacks on society. Its leader is always known as "Big M." (See individual entries.)

Various criminals have attempted to unify the American East Coast's independent criminal groups so as to compete with the Maggia domination of organized crime. The most successful of these has been the Kingpin (see *Kingpin*.)

Depicted are some top Maggia members.



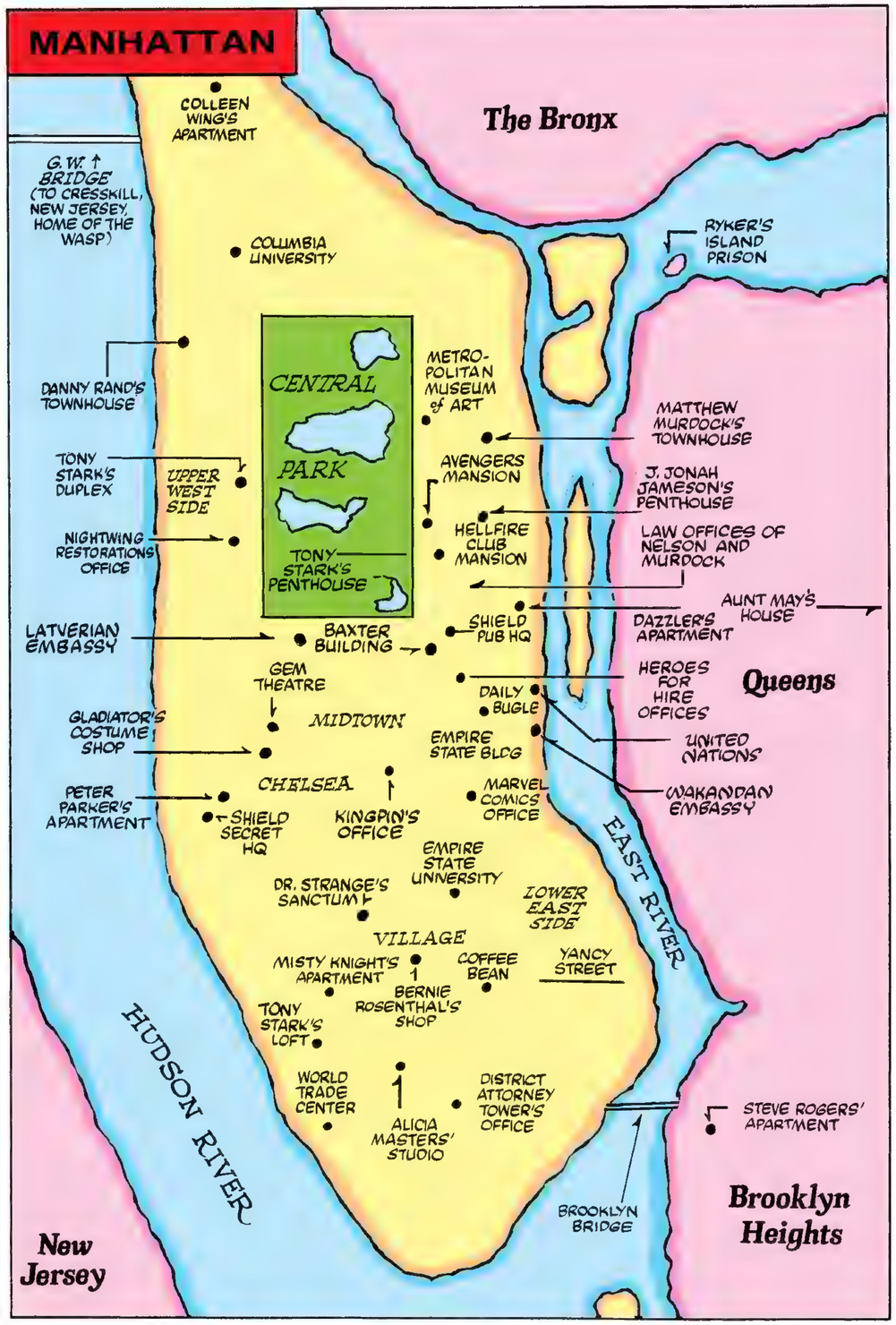
SILVERMANE
First appeared in SPIDER-MAN #74

COUNT NEFARIA
First appeared in AVENGERS #13

WHITNEY FROST
First appeared in TALES OF SUSPENSE #97

HAMMERHEAD
First appeared in SPIDER-MAN #114

Art by Bob Budiansky & Josef Rubinstein



Art by Mark Gruenwald & Rick Parker

MAN-WOLF

INACTIVE

Real Name: John Jameson
Occupation: Former astronaut
Identity: Secret
Legal status: American citizen with no criminal record
Other aliases: Stargod
Place of birth: New York, New York
Place of cure: New York, New York
Known relatives: J. Jonah Jameson (father), Joan Jameson (mother, deceased)
First appearance: AMAZING SPIDER-MAN #124
Final appearance: (as Man-Wolf) SPECTACULAR SPIDER-MAN ANNUAL #2
History: John Jameson, son of newspaper mogul J. Jonah Jameson, was one of the youngest applicants to ever be accepted into NASA's astronaut program. After two successful space missions, Jameson was selected to go on a secret mission to the moon, the reason for which is still classified information. While collecting lunar rock samples, he came across a glittering red gemstone, unlike anything else he had seen there. At the successful completion of the mission, Jameson felt a strange compulsion to possess the unique gemstone, and with the assistance of a colleague, Jameson had it recovered from quarantine and made into a pendant. Jameson was wearing it around his throat on the first night of a full moon when lunar lumination reacted with the pendant, causing him to transform into a wolflike humanoid creature. For months, Jameson tried to find a way to fight the three nights of transformation, finally acquiring a radiation suit he hoped would screen out the moon's rays. It failed like all his other attempts. In his native New York City on the first night of his fifth month of transformation, Jameson began to stalk his own father in an instinctual quest for help. The elder Jameson was shocked by the seeming attack of the Man-Wolf, and suspected the creature was in partnership with Spider-Man, who happened by in time to fight the werewolf. Then J. Jonah Jameson saw the pendant around the Man-Wolf's neck and recognized it as his son's. Confronting his son with his suspicions the next day, the elder Jameson learned of his son's strange plight, and discovered that his son could not end it by removing the pendant since it had somehow grafted itself to his skin. Soon, however, as the Man-Wolf grappled with Spider-Man, the costumed crimefighter tore the pendant from Man-Wolf's throat, unaware of its connection. Although it would take months before the injury to his throat would heal, John Jameson was cured of his lunar-triggered transformations. Spider-Man threw the pendant into the Hudson River.

Not long after his throat healed, John Jameson was again afflicted by the curse of the Man-Wolf when Michael Morbius (see *Morbius*), a scientist with a blood disease that gave him artifical vampiric powers, recovered the gemstone and exposed Jameson to it. Jameson reverted to his wolflike form, and in that state Morbius placed the gemstone around his neck once more. Morbius hoped to use the Man-Wolf as his pawn in a scheme to cure himself of his vampiric affliction, but that scheme was thwarted by Spider-Man. Both Morbius and the Man-Wolf managed to escape. Although Spider-Man suspected J. Jonah Jameson to be harboring his son, he did not try to take him into custody. Again afflicted by monthly transformations, the Man-Wolf attracted the attention of the police department, who assigned special investigator Simon Stroud to the case. Stroud suspected that the Man-Wolf was Jameson, but kept his suspicions to himself. Managing to escape from New York and the authorities, Jameson hitchhiked to Georgia where he became involved in a skirmish between S.H.I.E.L.D. and the Hate-Monger (see *Hate-Monger, S.H.I.E.L.D.*)

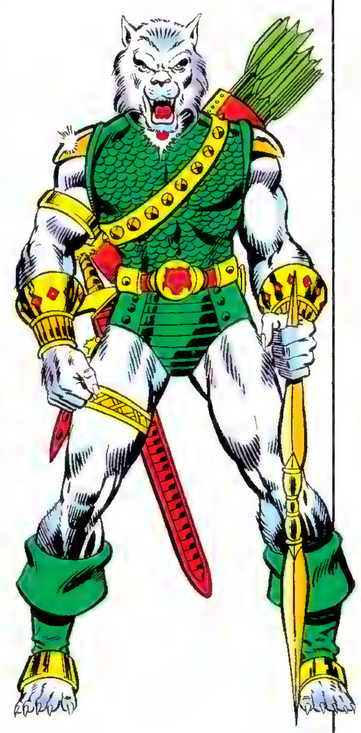
S.H.I.E.L.D. Director Nick Fury escorted Jameson to NASA headquarters where he was wanted for being absent without leave. NASA officials offered to drop charges against him if he agreed to perform a secret mission, the investigation of the communications breakdown with an orbiting space station. Jameson agreed, and upon his arrival at the space station, learned that the installation had been boarded by three extradimensional humanoids named Garth, Lambert, and Gorjoon. The invaders revealed to Jameson that they had come from the dimension in which his gemstone originated. Jameson agreed to accompany them to the moon where the portal to their world, "Other-Realm," was located.

Crashlanding on the moon, Jameson, now the Man-Wolf due to direct exposure to the moon's rays, instinctively found the portal to the "Other-Realm." To his amazement, he discovered that in this other dimension, he retained his human intelligence while in wolf form. He was then told the origin of the gemstone. It was an artifact created by the ruler of the "Other-Realm," a being known as Stargod. When Stargod felt himself dying, he opened a portal to Earth's moon and went there to die, channeling his godly essence into the jewel. When the "Other-Realm" faced a crisis of dire consequences, he arranged that the gemstone would be found, and a successor possessing his godly might would come to deliver his world from evil. Jameson seemed to be that chosen successor. However, since the mystical radiation that leaked through the moon portal was so weak by the time it reached Earth, the gemstone was only able to effect a partial change to the mythic wolf-being Thus Jameson had gained Stargod's strength and outward form but not his wisdom or power. As Stargod's successor, Jameson helped the denizens of the "Other-Realm" vanquish its would-be conqueror Arisen Tyrk, utilizing the full power of Stargod. Jameson then utilized the gem's full power to teleport him back to Earth.

On Earth, Jameson found himself to be at the mercy of the partial effects of the gemstone, again transforming into a wolf against his will. Furthermore, since he had exhausted the gemstone's power in fulfilling its purpose, it was slowly turning into a malignant organism, sinking beneath the surface of his skin and poisoning him. When his father J. Jonah Jameson learned of his latest plight, he had his son placed in cryogenic suspension, in hopes of arresting the process. An enemy of Jameson's, Spencer Smythe, released the younger Jameson, hoping to hurt Jameson or his son. Spider-Man managed to quell the Man-Wolf's rampage, but lost track of the creature when he was snatched by Smythe's teleport beam. When John Jameson rematerialized months later, Spider-Man enlisted the aid of Dr. Curt Connors (see *Lizard*) and the two managed to give Jameson a radiation treatment that caused the gemstone to withdraw its root system and be rejected by Jameson's body. When the gemstone crumbled to powder, Jameson knew his ordeal was over at long last.

Height: (as Jameson) 6′ 2″, (as Man-Wolf) 6′ 6″
Weight: (as Jameson) 200 lbs., (as Man-Wolf) 350 lbs.
Eyes: (as Jameson) Brown, (as Man-Wolf) Red
Hair: (as Jameson) Red-brown, (as Man-Wolf) White
Powers: Man-Wolf possessed superhuman strength, agility, speed, and stamina, as well as the heightened senses of a true wolf. Although his level of strength varied according to the amount of moonlight that filtered through Earth's atmosphere, at prime conditions during the three nights of the full moon, Man-Wolf could lift (press) about 4 tons. His half-human half-wolf form possessed the agility, speed, and stamina of a full wolf. His eyes were able to see partially into the infrared range, enabling him to see in the dark. His olfactory centers enabled him to track the spoor of his quarry across any terrain. His teeth and claws were hard and sharp enough to rend a variety of substances, such as wood, soft metals, and even cinderblock. His whole body's musculature was so durable that he was able to survive great falls and concussive blows with minimal injury, and fully recover from gunshot wounds within a month. Man-Wolf had no control over his transformations, assuming his lupine form for 12 hours, each of the three nights of the full moon. Not a true supernatural werewolf (see *Werewolf*), the Man-Wolf was not subject to the conventional limitations of lycanthropy, such as a weakness for silver.

As Stargod, the Man-Wolf's scope of powers were unknown, although he apparently had some degree of energy manipulation ability.



Art by George Pérez & Josef Rubinstein

MORBIUS

INACTIVE

Real Name: Dr. Michael Morbius
Occupation: Biochemist last employed in work in experimental neuroradiology at the University of California at Los Angeles
Identity: Publicly known
Legal status: Citizen of unknown European country with a criminal record in the United States
Other aliases: The Living Vampire
Place of birth: Unknown country in Europe
Place of partial cure: Southampton, Long Island, New York
Known relatives: None
Group affiliation: None
First appearance: AMAZING SPIDER-MAN #101
Final appearance (in full pseudo-vampiric state): SPECTACULAR SPIDER-MAN #38
History: Dr. Michael Morbius was a Nobel Prize winning biochemist who discovered that he was rapidly dying from a rare disease that was dissolving his blood cells. He kept his illness a secret, even from his fiancee Martine. He told his friend Nikos and together they worked to find a cure. Morbius attempted unsuccessfully to slow the progress of his disease with fluids containing distilled substances from the bodies of vampire bats. Shortly before he would die from the disease, Morbius rented a small yacht so that he and Nikos could conduct their final attempts to discover a cure undisturbed, accompanied by no one but the still unsuspecting Martine. One night Morbius had Nikos subject him to an electrical shock treatment in an attempt to stimulate the creation of more blood cells in his system. The electrical shock somehow acted as a catalyst for the chemicals from the bats that were in his bloodstream, which then wreaked a radical change in Morbius's body. Within moments Morbius was transformed into a being resembling in many respects a supernatural vampire: he now had superhuman strength, fangs, and an animalistic lust for blood to replace the dissolving blood cells in his body. Driven by his vampiric needs without being able to control himself, he attacked Nikos and killed him by strangulation. He was about to drain Nikos's blood but the shock of seeing his friend dead by his hands caused Morbius to revert to his true personality. Morbius was horrified by what he had done and what he had become. Then he began to feel himself becoming overwhelmed by a desire to attack Martine and drain her blood. Before this drive could overpower him, Morbius tried to commit suicide by throwing himself into the sea. But Morbius's fear of death then took hold of him and forced him to the surface, and by that time he was wholly in the grip of his vampiric urges.

Morbius led a nightmarish existence over the following years. He attacked numerous victims for their blood during that time, and killed many of them. When his need for blood was satisfied, his normal personality would fully return, and he would be racked by feelings of guilt. Morbius desperately sought a cure for himself, but all of his attempts to discover one failed. Moreover, no matter how firmly he vowed never to attack or kill another victim, his vampiric drives sooner or later inevitably overwhelmed him, submerging his normal, humane personality and turning him into a ruthless, animalistic killer. In the course of his vampiric career Morbius battled Spider-Man several times.

Finally, Morbius encountered and fought Spider-Man at a mansion at Southampton, Long Island, New York. Atop the mansion's tower, Morbius had bitten Spider-Man and was beginning to drain his radioactive blood when he was hit by a bolt of lightning. Either because of the lightning, Spider-Man's unusual radioactive blood, or both, Morbius lost his pseudo-vampiric powers and regained his human form. However, Morbius retained his fangs, and although he no longer required the blood of others to survive, and had been cured of his original degenerative blood disease, he still suffered from a compulsion to attack others and drain their blood. This compulsion was not psychological but physical in nature, and resembled a drug addiction.

Morbius found work in neuroradiology at the University of California at Los Angeles, and there synthesized a serum which he believed would cure him of his compulsion for blood. Unfortunately, Jennifer Walters, the She-Hulk (see *She-Hulk*), was then suffering from a degenerative disease that not only led to her growing inability to control her transformations into the She-Hulk, but also was causing a cellular breakdown that would eventually kill her. Morbius let Walters take the serum instead, and it not only cured her disease, but gave her complete control of her transformations.

In gratitude, Walters acted as Morbius's attorney when he was put on trial for his murders during the time he was a pseudo-vampire. Walters proved to the court that as a pseudo-vampire, Morbius had been unable to control his compulsion to kill for blood. The jury found Morbius guilty only of involuntary manslaughter, but the judge nevertheless sentenced Morbius to serve three to five years in prison. However, the judge suspended the sentence until Morbius could synthesize another serum and completely cure himself. At this time it is not known whether or not Morbius has succeeded in totally curing himself or whether he has begun serving his prison term or possibly even received a full pardon.

Height: 5′ 10″ **Weight:** 170 lbs.
Eyes: (as human) blue, (as pseudo-vampire) black against red
Hair: Black
Unusual Physical Characteristics: As a pseudo-vampire Morbius had chalk-white skin and possessed fang-like canine teeth with which he could pierce the neck of a victim and draw his or her blood.
Powers: Morbius was not a true vampire, but was a pseudo-vampire, a humanoid being who had various drives and characteristics in common with true vampires, who are actually corpses reanimated through supernatural means and in possession of supernatural abilities (see *Dracula*, *Vampires*). Morbius did not die to become a vampire, and since he was never a true vampire, he was unaffected when Doctor Strange used the Montesi Formula of the Darkhold to destroy all of Earth's vampires.

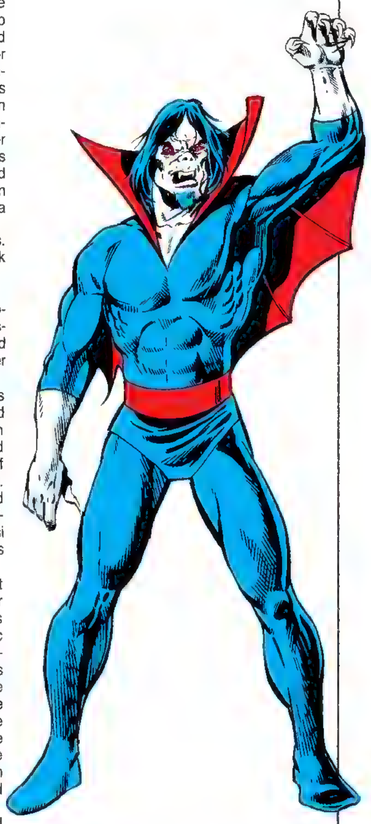
Like true vampires, Morbius needed to ingest fresh blood in order to survive; in his case, in order to replenish the blood cells that his disease was dissolving, as well as for the standard vampiric reasons. Like a true vampire, Morbius's bite deposited a certain enzyme in the bloodstream of his victims. However, in many if not all instances, the enzyme would catalyze a transformation of the victim himself or herself into a pseudo-vampire like Morbius. The victims in such cases did not truly die in the process of becoming transformed, as a true vampire's victim would, and could be cured through an antidote Morbius discovered, although it would not work on Morbius himself.

As a pseudo-vampire, Morbius possessed enough superhuman strength to hold his own in battle against Spider-Man. In this form Morbius could lift (press) at least 1,500 pounds.

In some as yet unknown way, Morbius was able to glide on strong air currents, assisted by the wing-like projections on the arms of his costume.

As a pseudo-vampire Morbius had a somewhat tougher body than an ordinary human's due to his superhuman strength, but basically he still had all the vulnerabilities that an ordinary human does, unlike a true vampire. However, he had none of the special vulnerabilities of a true vampire. He was unaffected by garlic or by religious symbols. Silver could not affect him in and of itself, although, of course, a weapon made of silver would affect him just as if would affect an ordinary human. However, as a pseudo-vampire Morbius possessed the ability to rapidly regenerate any damaged tissue so that he could fully recover from gunshot or knife wounds within a brief time. Pseudo-vampires created by Morbius did not have this ability and disintegrated upon being mortally wounded. Morbius slept during the day due to his aversion to sunlight, but direct sunlight would not cause his body to decompose as it would a true vampire's body; also, Morbius's sleeping state was much like that of an ordinary human's, complete with dreams, whereas true vampires sink into coma-like trances during the daytime.

Morbius had no shape-changing abilities and no powers over animals or the weather, unlike true vampires.

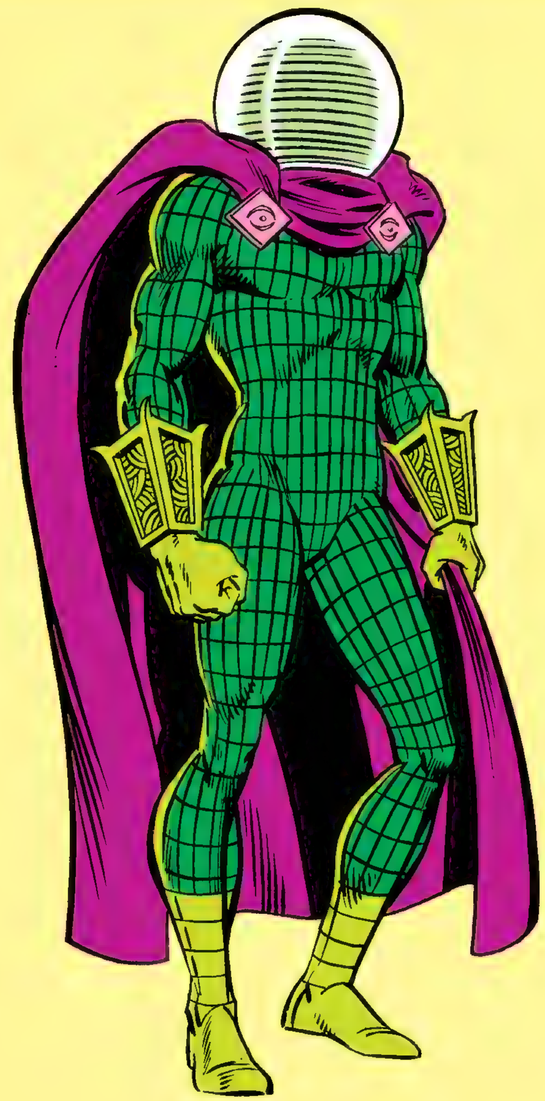


Art by William Messner-Loebs & Josef Rubinstein

MYSTERIO

Real Name: Quentin Beck
Occupation: Former Hollywood special effects designer, now professional criminal
Identity: Known to the police, secret to the public
Legal status: Citizen of the United States with a criminal record
Former aliases: Ludwig Rinehart
Place of birth: Riverside, California
Marital status: Single
Known relatives: None
Group affiliation: None
Base of operations: Mobile
First appearance: (as bogus alien) AMAZING SPIDER-MAN #2, (as Mysterio) AMAZING SPIDER-MAN #13
Origin: Quentin Beck began his career as a Hollywood movie stunt man, but grew bored with it and discovered the field of special technical effects. Bright and ambitious, Beck soon became one of the most accomplished effects designers in the business. Unfortunately, his ego was not satisfied with the limited recognition of a behind-the-scenes occupation. He tried to become an actor, but met with little success. Jokingly, a friend suggested he use his technical knowledge to kill Spider-Man and take his place as a costumed crimefighter. Beck became fascinated with the idea of duplicating Spider-Man's feats. Moving to New York, he studied Spider-Man intently for months, filming him in action, and collecting fallen pieces of Spider-Man's webbing to see if he could duplicate it. He even arranged an anonymous encounter with his target, outfitting the Tinkerer, himself, and several henchmen as extraterrestrials. The live special effects he designed were convincing enough to fool Spider-Man into thinking they were authentic aliens. After a year of preparation, Beck had completed his Spider-Man simulating costume, and fashioned the identity of Mysterio for himself. He planned to commit crimes as Spider-Man to discredit him, then capture and defeat the real Spider-Man as Mysterio to gain fame. Unfortunately, Spider-Man defeated him in their first encounter. Upon completing a brief prison term, Mysterio renewed his plans to defeat Spider-Man, having mastered in the interim the arts of hypnosis and sleight of hand. Despite his even more elaborate plan, he was again defeated. Imprisoned again, Mysterio revealed many of his secrets to fellow inmate Daniel Berkhart, setting him up to become the new Mysterio. Then, faking his death, Beck escaped prison and assumed the identity of Dr. Ludwig Rinehart, a nursing home director, in a scheme to make money. Eventually, when Spider-Man intervened, Beck resumed his Mysterio identity.
Height: 5' 11" **Weight:** 175 lbs
Eyes: Blue **Hair:** Black
Powers: Mysterio possesses no superhuman powers, but is a skilled fighter and athlete who has designed a vast repertoire of special effects and stage illusions. He is a master hypnotist and prestidigitator, able to perform multiple sleights of hand simultaneously. Mysterio is also a skilled amateur chemist who has concocted a number of smoke bombs, hallucinogens, and other toxins
Paraphenalia: Mysterio wears on his person numerous accoutrements designed to foster various illusions. His helmet is a "fishbowl" of one-way plexiglass which prevents his face from being seen without impairing his vision. The helmet has its own half hour oxygen supply. Running underneath his costume from canisters attached on his back to his gloves and boots are tubes which emit thick vision-obscuring gas. This dense smoky fog of light-refracting silica particles masks his entrances and exits, and has been chemically treated with a mild toxin which dulls the senses of anyone who inhales it, including Spider-Man's spider-sense. Mysterio also has certain holographic lasers, mirrors, and hypnotic aids hidden in various pockets in the back of his suit and the inside of his cape.

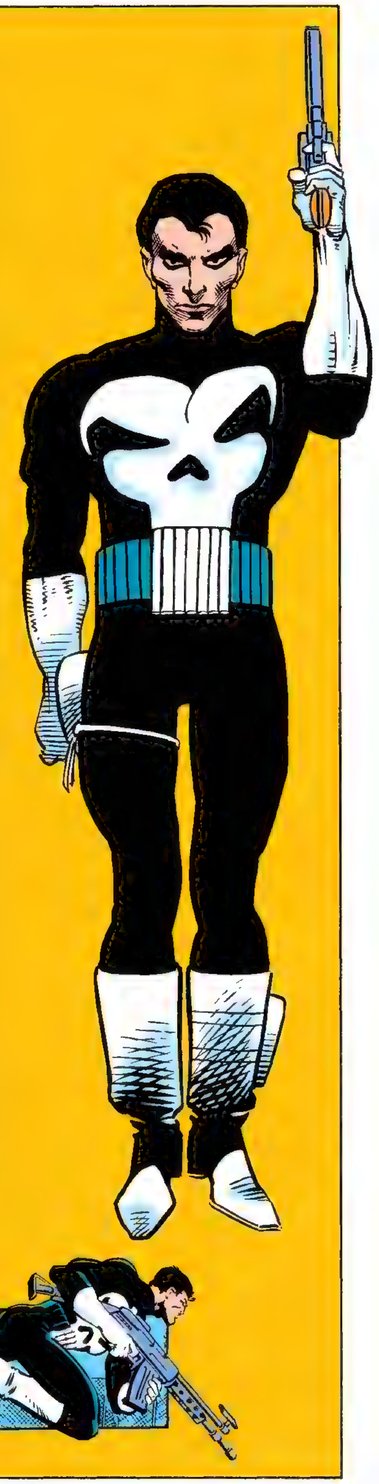
Mysterio also employs portable large-scale holographic projectors, through which elaborate orchestration, he can make whole city streets seem to disappear. Using a cleverly constructed environment full of hidden paraphenalia and certain post-hypnotic suggestions, Mysterio was once able to convince Spider-Man that he was 6 inches tall. He also once convinced Spider-Man that he was at the bottom of a filled swimming pool when the pool was in fact empty. He has frequently used holograms of Spider-Man's enemies to unnerve him, and once drew Spider-Man into a house of disappearing and reappearing parts. Mysterio puts months of preparation into his illusions, and his methods of assembling his elaborate constructions in unlikely environments are still unknown.



Art by John Romita Sr. & Josef Rubinstein

PUNISHER

Real Name: Classified
Occupation: Ex-United States Marine turned professional vigilante
Identity: Secret
Legal status: American citizen with a criminal record, listed in Marine records as a deserter
Former aliases: None
Place of birth: Classified
Marital status: Widowed
Known relatives: Wife (deceased, name classified), son (deceased, name classified), daughter (deceased, name classified)
Group affiliation: None
Base of operations: Mobile
First appearance: AMAZING SPIDER-MAN #129
Origin: The Punisher's real name is as yet unrevealed. He was a captain in the United States Marine Corps, and a veteran of the Viet Nam war. For heroism in the line of duty, he was twice decorated with both the Bronze and Silver Star, and four times with the Purple Heart. Several years after the American involvement in Viet Nam ended, he ran special training missions for Marine commandos in the upper New York State area. While on leave, he took his wife and two small children to Central Park in New York City. Coincidentally, the family happened upon the scene of a mob killing on the Sheep's Meadow green in the park. Fearing witnesses, the mobsters murdered the captain's family in cold blood and escaped. The captain managed to survive the attack but was traumatized by the incident. He decided not to return to Marine duty, but instead, outfitted himself with assorted weapons and a battle suit which displayed a large death's head on the chest, and embarked on a one-man anti-crime campaign throughout New York City. For the next few weeks he sought out and executed criminals whom he thought had some association with the gangsters who had killed his family. The news media named him the Punisher, after his first anonymous press release. A concerned New York City Police detective named John Laviano identified the gang who slew the Punisher's family as the family of Bruno Costa, brother of a powerful mob boss on the East Coast. Unfortunately, Costa's alibis were supported by enough "witnesses" to make prosecution impossible. Since the law's hands were tied, the Punisher used the information Laviano had accumulated to hunt down Costa's gang and eliminate them. This episode began the Punisher's career as a vigilante, a self-proclaimed enemy against crime. Since then he has made enemies of a number of New York-based crimefighters who disapprove of his violent methods, including Spider-Man and Daredevil, and has served time for his underworld slayings.
Height: 6' 1" **Weight:** 200 lbs
Eyes: Gray **Hair:** Black
Powers: The Punisher possesses no superhuman powers. He is, however, a thoroughly seasoned combat veteran of exceptional skill. A former U.S. Marine Captain with a distinguished combat record, and having undergone SEAL (SEa Air Land) training, UDT (Underwater Demoliton Team) training, and LRPA (Long Range PAtrol) training, he is well-versed in the arts of warfare and hand-to-hand combat. Armed solely with conventional weapons and motivated by a fanatical hatred for criminals like those who murdered his family, the Punisher has single-handedly incapacitated up to a dozen well-armed and experienced opponents in a single encounter and escaped uninjured.
Weapons: The Punisher constantly employs an arsenal of portable weaponry. His most commonly used personal weapons are the Viet Nam era M16 automatic rifle in .223 caliber; a Sterling Mark 6 9mm, 34-round clip fed, semi-automatic rifle converted to automatic fire; a 14-round, 9mm Browning Llama automatic pistol; a Government issue .45 caliber automatic frame re-chambered for 9mm ammunition with a replaceable barrel to convert it to .223 caliber ammunition; and a 4-shot derringer in .223 caliber. (Thus, he needs to carry only two types of ammunition.) The Punisher sometimes carries a Smith & Wesson .357 revolver and ammunition in place of the Browning Llama. He normally carries a strapped down, Bianchi speed-draw holstered Browning pistol at his hip, and an ankle holster containing his re-chambered .45 pistol. The derringer is secreted in various places at various times. The Punisher also carries several M26 fragmentation grenades, several custom-designed concussion grenades, plus small, custom-designed tear-gas grenades which are secured in pouches lining his shoulders. In his right outside knife sheath, he alternately carries a no-longer produced, Viet Nam era, Gerber Mark II Combat Knife or a Marine Combat Knife.
Transportation: The Punisher travels in a heavily armored combat van, built on a modified Econoline chasis, disguised as a TV repair truck. This mobile arsenal and command post is protected by layers of compound armor which can repel .30 caliber armor-piercing bullets. It is equipped with puncture-proof, ball-hard rubber tires, a puncture-proof 85-gallon fuel tank (maximum mission range: 920 miles), a 440 cubic-inch Chevrolet V-8 with a manual transmission powering a 1:2.1 gearbox (maximum speed: 165 miles per hour), plus heavy-duty leaf-spring suspension and variable-load shock-absorbers. The forward windshield is ¾-inch, aircraft-canopy windscreen material which can turn .50 caliber bullets. There are electric-powered forward-reaching wheels that can be deployed to allow the van to climb over most other vehicles. The van houses several duplicates of his personal arsenal and large stores of ammunition, plus small, anti-tank weaponry, large-caliber assault weapons and ammunition, and high-explosive demolitions. The van also carries complete underwater breathing apparatus. The van is equipped with sophisticated communications devices which are used to intercept police broadcasts, and an on-board computer which can monitor all of the Punisher's activities and log his Crime File entries. The van is also equipped with a thermite-bomb, remote-controlled, self-destruct mechanism which can incinerate the entire vehicle within 15 minutes.



Art by Frank Miller & Josef Rubinstein

RHINO

Real Name: Unrevealed
Occupation: Professional criminal
Identity: Secret
Legal status: American citizen with a criminal record
Former aliases: None
Place of birth: Unknown
Marital status: Single
Known relatives: None
Group affiliation: Former ally of the leader, former partner of the Abomination
Base of operations: Mobile
First appearance: SPIDER-MAN #41
Origin: The man who would become the Rhino was a small time muscle man who worked miscellaneous jobs for professional criminals. At one point in his career he was employed by a group of professional spies with allegiance to no country. His employers chose him to be the subject of an experiment to develop a superhumanly powerful assassin. They selected him because of his muscular physique and low-order intelligence, which they believed would insure his loyalty. He was subjected to several months of chemical and radiation treatments which ultimately granted him superhuman strength. A team of specialists developed a material of extraordinary toughness and coarseness, like a rhinoceros's hide, and fabricated a skin-tight suit out of it. He was given the code-name Rhino. His first mission was to abduct John Jameson, son of *Daily Bugle* publisher J. Jonah Jameson and an astronaut in the United States Space Program, for the purpose of "sale" to the highest bidding nation. The Rhino's new sense of self-assuredness led to open resentment of his treatment at the hands of his employers and he turned on them, destroying their headquarters. The Rhino then attempted the Jameson kidnapping under his own initiative.

Spider-Man intervened and defeated the Rhino during the attempt. The Rhino was then placed in a special state correctional hospital where he was kept under heavy sedation. After only a few weeks, during an accidental period of lucidity between doses of sedative, the Rhino broke out of the hospital and escaped. He then sought Spider-Man, intent upon revenge. Spider-Man again defeated him, using a specially-formulated version of his web fluid, devised with the aid of Dr. Curt Connors (see *Lizard*), that contained encapsulated acid pellets whose containers dissolved upon contact with air. The special webbing rendered the Rhino's costume weak and brittle, which deprived him of needed impact resistance. The Rhino was recaptured, tried, and convicted.

The Rhino served a commuted sentence and was discharged. When he was released, the spies who had created him, apparently bearing no malice over his previous betrayal, approached him with the offer to re-make him into a more powerful being using a gamma-ray process. They had also devised an improved, acid-resistant material suit. Having no prospects of gainful employment and with revenge against Spider-Man as motivation, the Rhino accepted the offer. The new series of radiation treatments were successful. The augmented Rhino's first mission was to abduct Dr. Bruce Banner, an authority on biophysical gamma-ray experimentation. The spy ring's plan was to coerce Banner into developing an army of gamma-ray treated, superhuman assassins. When the Rhino tried to abduct Banner, Banner transformed into the Hulk and overpowered the Rhino. Again, he was sent to a state facility and was kept under heavy sedation and stepped-up guard.

The Rhino's battle with the Hulk came to the attention of the Leader, the Hulk's foremost nemesis, who decided that the Rhino's present state was a starting point for further gamma-ray treatments to enable him to overcome the Hulk. The Leader freed the Rhino from the state facility, further increased his strength and on two separate occasions, the last time controlling the Rhino's body with his own superior mind, experienced crushing defeat by the Hulk. (See *Leader.*)

Since then, the Rhino has operated on his own and menaced society several times. He is presently under observation at Project: Pegasus.
Height: 6' 5" **Weight:** 710 lbs
Eyes: Black **Hair:** Brown
Powers: The Rhino possesses superhuman strength, speed, and endurance, and a high degree of imperviousness to physical harm. These powers derive from numerous chemical and radiation treatments including specific-frequency gamma-ray bombardment. Chemical processes and ordinary materials within his various mutagenically altered body tissues have been replaced with unknown high energy processes and materials. The Rhino can lift (press) about 20 tons, he can run at speeds of up to 30 miles per hour, and he is resilient enough to withstand being struck by an enraged Hulk.

The Rhino's skin is less-favorably mutated than other organs and has been augmented with numerous synthetic skins of various compositions, all generally durable and coarse-textured. The last skin, developed by the Leader, is a complex organic polymer mat, woven out of thousands of layers of long-chain, single-strand, living plastic molecules which was bonded to the the Rhino's inner epithelial layer by trillions of molecular "anchors." This polymer has molecular burrs attached every few "chain lengths," and makes the surface as coarse as rough sandpaper. This new skin is transparent to normal respiration and allows skin cell regeneration beneath it. The skin is not indestructible, however. With extreme violence it can be torn and with high temperatures, burned. With time it will repair itself. It can resist the impact of small anti-tank weaponry without damage, and temperatures up to 1000 ° Fahrenheit.

On the top of the Rhino's head are two horns, constructed out of the same material as his suit, but surgically attached to his skull underneath. These horns are capable of piercing a few inches of steel plate, when the Rhino charges.

Art by Walter Simonson & Josef Rubinstein

SANDMAN

Real Name: William Baker
Occupation: Former professional criminal
Identity: Publicly known
Legal status: American citizen with a criminal record
Current aliases: Flint Marko
Place of birth: Queens, New York
Marital status: Divorced
Known relatives: None
Group affiliation: Former member of the Frightful Four and Sinister Six; former ally of the Mandarin and Hydro-Man
Base of operations: Mobile
First appearance: SPIDER-MAN #4
Origin: William Baker was born and raised in a rough section of New York City. His father deserted him and his mother when he was 3 years old, leaving them impoverished. Baker learned to steal at an early age, and cheated and bluffed his way through public school. He excelled at football in high school, but ruined his chances for a legitimate career when he accepted money from a local gambling ring to purposefully lose an important game. Baker was found out and thrown off the team and expelled from school. He then found steady work as a henchman for a protection racket gang. At this point Baker adopted the name "Flint Marko." Marko became successful in the New York City underworld, but entertained thoughts of reforming to marry his girlfriend, Marcy Conroy. Arrested for a series of crimes, Marko was convicted and spent several years in solitary confinement growing increasingly hostile. Upon release, Marko discovered that Conroy had left him for a member of his gang named Vic Rollins. After exacting brutal revenge on Rollins, Marko embarked on a one-man crime wave throughout New York City. Eventually he was captured and imprisoned in the maximum security ward of Ryker's Island Prison, New York. After a short time, he escaped through an unguarded drainpipe, the knowledge of which he had purchased while in confinement. He attempted to travel south to start a new life. However, Marko was pursued by the F.B.I. as well as state and local police departments. Narrowly evading the law numerous times, he made his way down the East Coast.

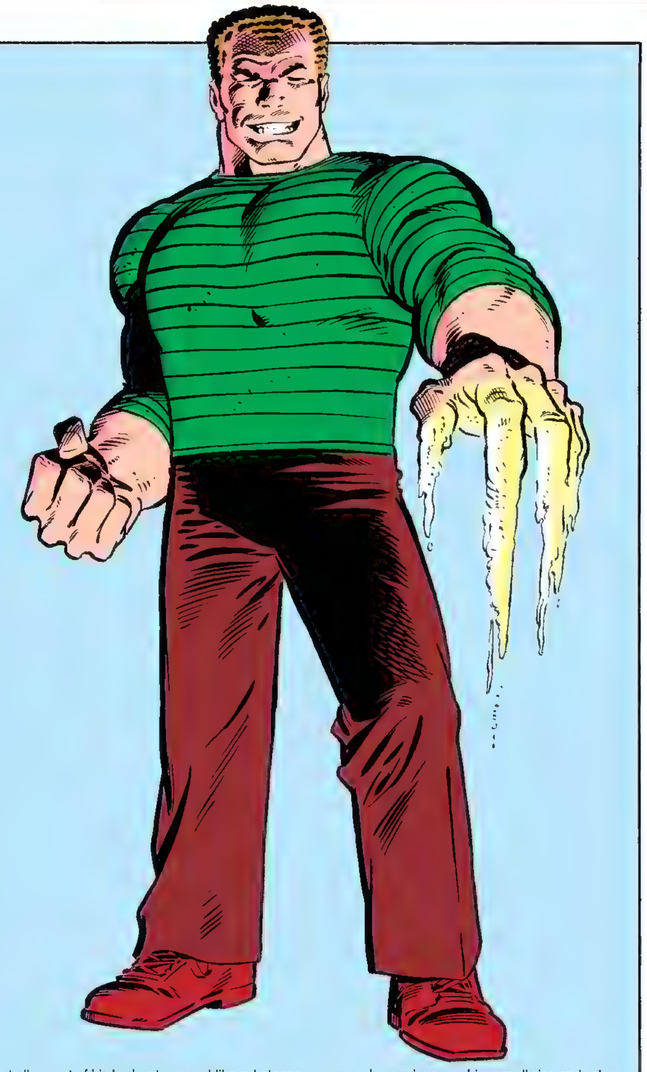
At one point, Marko found refuge in a military nuclear testing site near Savannah, Georgia. Marko was lying on a nearby beach when an experimental nuclear reactor's steam system exploded, bombarding him with a massive dose of radiation. After a short period of unconsciousness, Marko awoke to find that his body had weirdly taken on the properties of animated sand, and that he could transform himself into sand. Now able to elude the authorities with ease, the Sandman, as he now called himself, embarked on a career of criminal activity which brought him into conflict with Spider-Man, the Fantastic Four, the Hulk, and many other superhumanly powerful crimefighters.

The Sandman's criminal career recently came to an apparent end. To battle Spider-Man, he had joined forces with a superhumanly powered criminal named Hydro-Man who could transform his body into animated water. In a freak mishap, Sandman and Hydro-Man combined into a grotesque mud-like creature. The authorities subdued the mud creature with a special dessicating gas, which partially dehydrated the creature, rendering it harmless. The remaining amount of mud was sent to the police's forensic laboratory in Manhattan. There, police scientists sought to analyze the composition of the unusual mud, but determined with the instruments at their disposal, that it was completely inanimate. It was decided to seal it in a container and dispose of it. Apparently as a delayed effect of some of the analytic procedures, the mud spontaneously separated back into the two criminals, who then burst free of their container. Hydro-Man quickly departed to unknown destinations. Sandman was so traumatized and humiliated by the experience that he renounced his criminal ambitions. The Sandman was last seen in a New York City hospital, visiting his former enemy, Ben Grimm (alias the Thing), and confiding in him. Sandman's current whereabouts are unknown
Height: 6' 1" **Weight:** 450 lbs
Eyes: Brown **Hair:** Brown
Powers: The Sandman possesses the ability to convert all or part of his body into a sand-like substance by mental command. His brain has attained a subliminal awareness of all granulated particles of his body. Through conscious effort, he can affect the degree of molecular cohesion between the numerous adjoining surfaces of his particles and thus cause locomotion of discrete volumes, down to individual grains. His radically mutagenically altered body composition and increased density enable him to compact or loosen the particles of sand which make up his form. Consequently, the Sandman can become as hard as sandstone, or disperse his body so that he becomes invulnerable to physical attack. He can shape his sand-state body into any continuous shape he can imagine. He can project his sand particles outward at high speeds and, when in the shape of a bulky object, with the impact of a large sandbag.

Sandman is vulnerable to heat: temperatures of 3,400° Fahrenheit can cause his highly impure silicate composition to fuse into amorphous silicate (glass). The Sandman maintains mental control of the particles of which his body is composed so that he can reform his scattered grains unless a substantial portion of his body's mass has been isolated. Apparently, he can also convert common grains of sand around him into constituents of his body, to replenish portions he might lose track of during battle. In this manner, he can increase his overall size and volume (to some as yet unknown limit), or that of his limbs.

There appears to be no limit to how long the Sandman can remain in his sand-state. If he were to be rendered unconscious while in his sand-state, he would remain in that state, although the relaxing of his control over his particles would cause him to become an amorphous pile of sand

The Sandman's mind continues to function in astral form even when he has turned his head into sand, and even when the particles of sand that composed his brain are widely scattered. The limit to how far the particles of his brain can be dispersed before he is unable to reassemble himself is not yet known.
Note: The Sandman used to wear a costume designed by his former partner, the Wizard (see *Wizard*), that had a belt containing a number of chemicals which he could mix with his sand for various effects. For example, he could mix oil with his sand so as to provide a slippery covering for a surface. He could instanteously freeze his sand molecules by releasing tainted liquid nitrogen from the belt. When flame contacted the thus frozen sand, it released a poisonous vapor. Since the disbanding of the original Frightful Four, the Sandman has discontinued use of this uniform.



Art by Mike Zeck & Josef Rubinstein

SCORPION

Real Name: MacDonald "Mac" Gargan
Occupation: Former private detective, now professional criminal
Place of birth: Unknown
Identity: Secret
Marital status: Single
Legal status: American citizen with a criminal record
Known relatives: None
Former aliases: None
Group affiliation: Masters of Evil III, former partner of Mr. Hyde
Base of operations: Mobile
First appearance: SPIDER-MAN #20
Origin: MacDonald Gargan, a private investigator, was hired by *Daily Bugle* publisher J. Jonah Jameson to follow Peter Parker to find out how Parker managed to photograph Spider-Man. While Gargan was on the case, a *Daily Bugle* press release came to the attention of Jameson about a scientist named Dr. Farley Stillwell, who had developed a means to mutagenically endow animals with various uncharacteristic features. At the time of the press release, Stillwell's experiments had given a rat gills and a fish lungs. Jameson called in Gargan, and arranged for them to meet with Stillwell. He offered Stillwell $10,000 to develop a way to give a person superhuman abilities that could defeat Spider-Man, and also offered $10,000 to Gargan to undergo whatever treatments would be involved. Stillwell needed the money to further his research, so he accepted Jameson's offer. Gargan, intrigued, also accepted.

Stillwell then put Gargan through a battery of chemical and radiological treatments to grant Gargan superhuman powers. Equipped with a special costume and a cybernetically controlled mechanical tail designed by the Tinkerer, the Scorpion sought battle with Spider-Man. While they fought, Stillwell observed violent psychotic behavior in the test animals upon whom he performed his experiments. He concluded that Gargan would be experiencing paranoic schizophrenia which would erode hisability to distinguish right from wrong. Stillwell tried to administer an experimental antidote to Gargan, but died in the attempt. Gargan went on a rampage, developing a psychotic hatred of both Spider-Man and Jameson. Initially defeated by Spider-Man, the Scorpion has escaped from jail to menace society several times since.

Height: 6' 2"
Weight: 220 lbs
Eyes: Brown
Hair: Brown
Powers: The Scorpion possesses superhuman strength, speed, endurance, and agility proportional to those of a scorpion. He can lift (press) 15 tons. He can scale all but the smoothest walls with the vice-like grip of his finger-tips. He can run at a top speed of 40 miles per hour. His practical reaction time is about twice that of a professional athlete. He can exert his abilities at their utmost limit for about a half hour before fatigue causes an appreciable decrease in performance.
Paraphenalia: The Scorpion wears a full-body battle suit which is two layers of light steel mesh separated by a thin layer of insulated rubber. His costume is outfitted with an artificial, 7-foot long mechanical tail, which is controlled by a cybernetic link to the fine muscles of his spinal column when he dons the costume.

The Scorpion's tail is a tool-steel articulated framework with seven segments, each containing four contracting 3 horsepower electric motors, all equipped with clutches so that it can whip at speeds of over 100 feet per second. It is covered with an outer shell of spring-steel for maximum resilience and durability. The tail is powered by high-density storage batteries that last, under average use, for about 24 hours. The Scorpion's tail has too great a diameter to be used effectively in a prehensile manner, but can be used as a bludgeon or extra leg. By coiling his tail behind him and using it as a spring, he can propel himself a distance of at least 30 feet.

The Scorpion's tail has recently been modified with a low-density plasma projector that can fire about 40 force blasts, each with explosive force equivalent to the detonation of 50 pounds of TNT

Art by Brent Anderson & Josef Rubinstein

SILVERMANE

Real Name: Silvio Manfredi
Occupation: Leader of a professional criminal organization
Identity: Publicly known
Legal status: Naturalized American citizen with criminal record
Former aliases: Supreme Hydra
Place of birth: Unknown village in Sicily
Marital status: Widower
Known relatives: Caterina (wife, deceased), Joseph (son, also known as "Joe Silvermane" and Blackwing, see *Circus of Crime*)
Group affiliation: Leader of the Manfredi ("Silvermane") "family" of the Maggia, former Supreme Hydra of the major American-based HYDRA fragment (see *HYDRA, Maggia*)
Base of operations: New York City
First appearance: AMAZING SPIDER-MAN #73
Origin: As a young boy, Silvio Manfredi immigrated to the United States with his family, who settled in the "Little Italy" section of Manhattan. Manfredi became involved with the crime syndicate known as the Maggia while still in his teens. As an adult, Manfredi quickly rose to become head of his Maggia "family" through a combination of cunning and superb hand-to-hand fighting ability. Through his brilliant strategy and his ruthlessness in gang wars, Manfredi greatly increased the power and influence of the Maggia as a whole, and of his "family" in particular. Eventually Manfredi was sent to prison for income tax evasion. During his prison term, Manfredi's "family's" power waned somewhat, and his rivals within the "family" gained dominance within it.

On his release from prison over thirty years ago, Manfredi formed an alliance with a much younger Maggia criminal, Dominic Tyrone. Together, often through bloody means, Manfredi and Tyrone took control of the "family" Manfredi had belonged to, and then established it through battles with rival gangs as the dominant criminal organization on the East Coast. Once Manfredi had reached this point of success, twenty years ago, he ordered Tyrone's death. (Unknown to him, Tyrone survived, and would later attempt to avenge himself.) Manfredi's hair turned prematurely silver in his forties, and hence, ever since his comeback he has been known by the nickname "Silvermane."

In recent years Silvermane has been heavily involved in the importation and distribution of illegal drugs including narcotics. As he grew older, Silvermane became increasingly concerned with finding a means of staving off his approaching death. He learned of an ancient clay tablet that contained a formula for a mystical rejuvenation serum. At the age of 80, in very frail health, Silvermane finally secured the tablet and forced Dr. Curt Connors (see *Lizard*) to prepare the serum from its instructions. Silvermane drank the serum, which made him grow increasingly younger within a very brief time until he reached a point before the age of birth. It then mystically caused him to age within moments until he reached his forties.

By coincidence, on this same day Silvermane was approached by representatives of the major American-based fragment of HYDRA that had survived the death of most of the organization on HYDRA Island (see *HYDRA*). This fragment, the biggest in America, was now under the control of former members of the Corporation (see *Appendix: Corporation*) who intended to make this HYDRA less sexist and ideological than the original, and to run it like a business. Silvermane was asked to become its Supreme Hydra and he accepted, although he insisted on maintaining his position of leadership with his Maggia "family." Silvermane kept his connection with HYDRA secret from the Maggia, and intended eventually to use HYDRA's power to crush his Maggia rivals within and outside his "family."

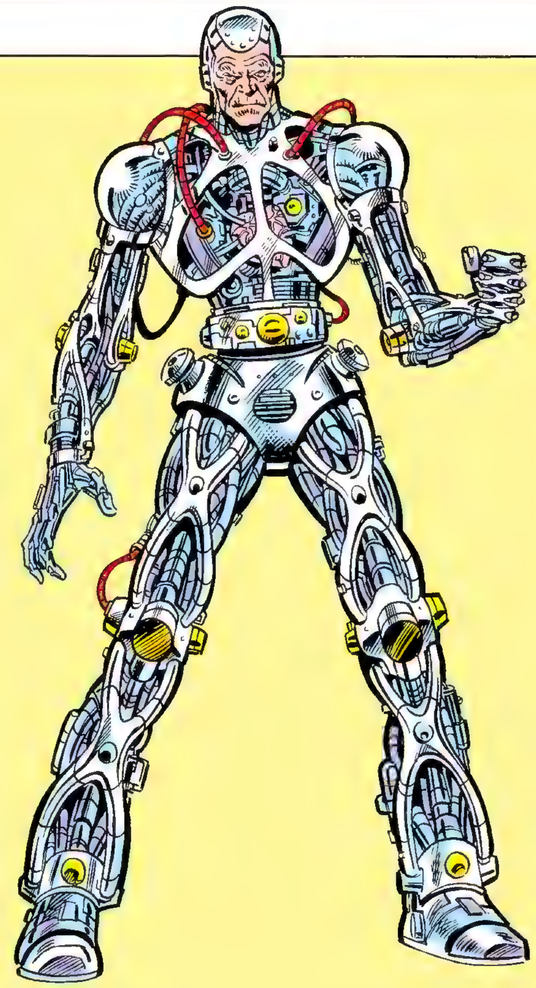
Silvermane quickly built this American-based HYDRA into a large, well organized and well equipped fighting force. He brought his son, Joseph Manfredi, another Maggia member, into HYDRA as one of his principal aides. Joseph used advanced HYDRA technology in the areas of anti-gravity, artificial psionics, and genetics to create the costumed identity of Blackwing for himself. Silvermane, however, was ultimately out of his depth in running HYDRA, and his HYDRA was easily defeated by Nick Fury and S.H.I.E.L.D. The HYDRA hierarachy deposed Silvermane, but, due to his Mafia connections, did not assassinate him for failing. Silvermane returned to devoting his full time to running his Maggia family, and Joseph, abandoning the Blackwing identity and artificial powers, returned with him.

Sometime thereafter, Silvermane survived an attempt on his life by his ex-associate Tyrone, who had assumed the costumed identity of the Rapier in order to get revenge. After recovering, Silvermane attempted to organize all of New York City's independent crime gangs under his Maggia "family's" leadership. There ensued a a confrontation with Spider-Man and Green Goblin III during which Silvermane fell from a great height, breaking nearly every bone in his body. The fall also induced severe traumatic shock in Silvermane, triggering a biochemical reaction in his bloodstream that undid the effects of the rejuvenation serum, causing him to revert to being physically 80 years old. Yet Silvermane was so powerful a figure in crime that he was able to continue running his criminal empire even though he was now bedridden.

The costumed vigilantes Cloak and Dagger (see *Cloak and Dagger*) despised Silvermane for his role in the city's illegal drug trade, and Dagger's energy powers brought him to the brink of death. Silvermane's life was saved when his brain, face, and most of his vital organs were transplanted into a "bionic" body, which granted him superhuman strength. Silvermane sought out Cloak and Dagger for revenge, but Dagger used her powers to short out his circuits. The police found Silvermane unconscious. Silvermane's current condition and whereabouts have yet to be revealed.

Height: (as human) 6' 2", (as cyborg) 7'
Weight: (as human) 195 lbs, (as cyborg) 440 lbs
Eyes: Blue
Hair: Silver, (as cyborg) none
Powers: As an ordinary human in his prime, Silvermane was a superb hand-to-hand fighter, easily able to defeat men twice his size. Silvermane was also a superb marksman, equally proficient with handguns and tommy guns (Thompson .50 caliber machine guns).

As a cyborg Silvermane has enough strength to hold his own in combat with Spider-Man. The limits of Silvermane's artificial strength are not yet known. His hearing has been artificially enhanced, and he has been known to cover a distance of 40 feet downward and 20 feet across together in a single jump without suffering damage. However, Silvermane is limited by the fact that his remaining bodily parts are those of a frail 80-year-old man, and hence too much strain could kill him.



Art by Kerry Gammill & Josef Rubinstein

SPEED DEMON

Real Name: James Sanders
Occupation: Former pharmaceutical chemist, now professional criminal
Identity: Secret
Legal status: American citizen with a criminal record
Former aliases: The Whizzer
Place of birth: New York City
Marital status: Single
Known relatives: None
Group affiliation: Former member of the Squadron Sinister (as the Whizzer).
Base of operations: New York area
First appearance: (as the Whizzer) AVENGERS #70, (as Speed Demon) AMAZING SPIDER-MAN #222
Origin: James Sanders, a chemist for the Hudson Pharmaceutical Company in West Caldwell, New Jersey, was chosen by the galactic gamesman known as the Grandmaster to become one of four superhumanly powered pawns in a contest of power against Kang the Conqueror. In his far-ranging quest for challenges, the Grandmaster happened upon the alternate Earth of the Squadron Supreme (see *Squadron Supreme*) and found the Squadron ideal pawns for his games. When they refused to cooperate, the Grandmaster determined to exercise his cosmic power to create his own Squadron on another Earth. Several days before challenging Kang, the Grandmaster appeared to James Sanders and offered him great power in return for a limited period of service. Interested, Sanders was given the formula for a chemical tablet created by the alternate world Whizzer (a chemist named Hiram Arnold) which, when ingested, would alter Sanders's physiology to give him superhuman speed. Sanders concocted it according to specification, ate it, and gained the abilities he was promised. The Grandmaster then gave him the costume and name of the Whizzer, and introduced him to the other members of the team he called the Squadron Sinister. The Squadron Sinister was defeated in the Grandmaster's game by the champions Kang had chosen for himself, the Avengers. Following this defeat, the Grandmaster granted the Whizzer his freedom.

The Whizzer remained undercover for some months until he and the other Squadron members were enlisted by the alien geographer called Nebulon to aid in a scheme to melt the polar icecaps. This scheme was thwarted by the Defenders, and the sorcerer Doctor Strange eventually cast a spell of amnesia over the Squadron members to make them forget their superhuman powers. Sanders returned to his job at Hudson Pharmaceutical, and worked dutifully until his memory of his identity as the Whizzer was inadvertantly restored when the Avengers questioned him about his colleague, Doctor Spectrum. Sanders reformulated the chemical which had given him his superhuman speed so that he would be faster than before. He then decided to fashion a new identity for himself to avoid public confusion with the 1940s crimefighter named the Whizzer who had recently returned to activity. Calling himself Speed Demon, he set out to use his powers to commit various thefts strictly for personal gain. Speed Demon is currently in jail, although he has repeatedly escaped custody.
Height: 5' 11"
Weight: 175 lbs
Eyes: Black
Hair: Gray
Powers: Speed Demon possesses superhuman motion, running abilities, and reflexes. These abilities are the result of body-wide mutagenic changes induced by the ingestion of chemical compounds of a technically advanced formula. Unlike Quicksilver (see *Quicksilver*), a natural mutant, Speed Demon's superhuman abilities are the result of chemically-induced DNA alteration. (DNA is the body's genetic code, a blueprint that dictates the development of every individual cell.) His altered body has greater efficiency in his central nervous system, including the brain, stronger and more efficient musculature and stronger bones.

As a result of these mutagenic changes, Speed Demon can run at an average speed of 190 miles per hour, and his body can withstand the dynamic shocks of accelerating and decelerating at speeds of over 600 miles per hour (about 80% of the speed of sound at sea level). While he can run faster than Quicksilver, he has less than half of the mutant's endurance.

Speed Demon's superhumanly fast thought processes and reflexes, about 6 times faster than the average human being's, enable him to perceive his surroundings while moving at high speeds, and to pick up objects and execute complex acrobatic maneuvers at these high speeds as well. Using these abilities he has looted a store while running at an average speed of 140 miles per hour.

As far as is known, the mutagenic changes caused by the chemicals he ingested are permanent.
Note: Speed Demon should not be confused with the Whizzer (Robert Frank) of the Invaders and Liberty Legion, now deceased, or the Whizzer (Hiram Arnold) of the Squadron Supreme.

Art by Kerry Gammill & Josef Rubinstein

SPIDER-WOMAN

Real Name: Jessica Drew
Occupation: Former agent of HYDRA, former bounty hunter, private investigator, adventurer
Identity: Secret
Legal status: Naturalized American citizen with no criminal record
Other aliases: Arachne
Known relatives: Jonathan (father, deceased), Merriem (mother, deceased)
Place of birth: London, England
Place of power loss: San Francisco, California
Group affiliation: Former agent of HYDRA
First appearance: MARVEL SPOTLIGHT #32
Final appearance (as Spider-Woman): AVENGERS #241
History: Jessica Drew was the daughter of American arthropologist Jonathan Drew and his British wife Merriem. When Jessica was still under two years of age, her parents moved to the small Balkan nation of Transia. Her father and his colleague, geneticist Herbert Edgar Wyndham, had purchased a parcel of land on Wundagore Mountain within the Transian borders, and intended to build a small scientific research center there. After discovering uranium on the property, the two scientists became wealthy and poured their riches into the building of a citadel of science. Coinciding with the completion of the Wundagore citadel five years later, Jessica Drew became deathly ill due to her exposure to the radioactive uranium. To save her life, her father injected Jessica with an experimental serum composed of irradiated spider's blood, since his experiments showed that spiders possessed greater immunity to radiation than did human beings. Jessica did not immediately respond to treatment, however, and Wyndham placed her in a genetic accelerator of his own design for further treatment. When Merriem Drew mysteriously died several days later, Jonathan became so despondent that he left Wundagore for his previous home in England. (Drew returned to Wundagore years later possessed by the ghost of the Sixth Century magician Magnus, who had sensed Drew's troubled thoughts about Wundagore and recognized the place as the site where he had helped entrap the demon Chthon centuries before.)

Jessica Drew remained in partial cryogenic suspension for decades, aging at about 1/7 the normal rate, and was educated by learning tapes. When released from the tube after Wyndham determined that her radiation poisoning had been cured, she was physically 14 years old. Wyndham, who now called himself the High Evolutionary (see *High Evolutionary*), tested her and discovered that the treatment had mutated her cellular structure, giving her vast strength, immunity to all toxic substances and radiation, and an excess of bioelectric energy which she could discharge as sparks. The High Evolutionary placed her in the care of Bova, a cow artificially evolved by Wyndham's science. The citadel of Wundagore left Earth about a year later, but Bova and Jessica remained behind. When Jessica was 17, Bova sent her to the village below to learn to live among humankind. Jessica soon became involved with a young villager named Wladyslav. When startled by his father while in the midst of a passionate embrace, Jessica accidentally discharged her bioelectricity, apparently killing her lover.

Fleeing from an angry mob, Jessica was rescued by Count Otto Vermis, then head of the European splinter group of the subversive organization HYDRA (see *HYDRA*). Recognizing the young woman's unique abilities, Vermis put her through rigorous espionage and martial training to become a special agent of HYDRA. To insure her loyalty, Vermis had her subjected to special brainwashing techniques to make her believe she was actually a highly evolved spider rather than a real woman, and assigned an agent named Jared to engage her in an amorous relationship. Given a special costume with glider-wings and code-named Arachne, Jessica was sent on her first mission: to assassinate S.H.I.E.L.D. Director Nick Fury. Upon learning HYDRA was evil, Jessica betrayed the organization and fled.

Now called the Spider-Woman, Jessica encountered Modred the Mystic in London (see *Modred the Mystic*) and the magician banished the effects of HYDRA's brainwashing. With the realization that she was human, Jessica became obsessed with finding her parents. On the trail of her father, she met Magnus, the magician's ghost who had possessed her father's body briefly decades before and who now occupied the body of an eccentric tailor. Magnus felt he owed Jonathan Drew a small debt for the loan of his body and wished to pay him back by helping Drew's daughter. Magnus and the Spider-Woman journeyed to Los Angeles, and eventually learned that Jonathan Drew had been slain months earlier by a subversive organization he had gotten involved with, Pyrotechnics, Inc. After capturing her father's killers, Jessica Drew decided to settle down in Los Angeles. There she confronted a number of bizarre foes, chief among whom was the Sixth Century sorceress Morgan Le Fey (see *Morgan Le Fey*). Concerned that he was getting too emotionally involved with Jessica, Magnus abruptly left her to return the body he had borrowed back in London. Jessica Drew floundered for a time, trying to decide what to do with her life and her special abilities. She could not bear to give up the sense of freedom that being Spider-Woman provided her, and she tried to keep the knowledge of Spider-Woman's existence from becoming widespread. Finally, in association with criminologist Scott McDowell, she became publicly known as a bounty hunter. After severing ties with McDowell, she moved to San Francisco and with the assistance of Nick Fury, acquired credentials enabling her to get a private detective's license. Although she sought clients as Jessica Drew, she invariably became Spider-Woman in the course of an assignment.

A year so so after setting up in San Francisco, Jessica was revisited by Magnus, this time in his true ghostly form. Magnus explained that his former lover and Spider-Woman's old nemesis Morgan Le Fey was planning to kill her, and the only way they could end her threat forever was by traveling back to Morgan's time period and fighting her there. Using his magicks to free her astral body from her physical self, Magnus took Spider-Woman back through time to Morgan's castle in Sixth Century England. After a rigorous battle, Spider-Woman caused Morgan's physical body to be destroyed. Morgan, like her pupil Magnus before her, mystically preserved her astral body and used her magic to travel to Jessica's time era before Jessica could return. With a powerful spell, Morgan placed a mystic barrier around Jessica's physical self, barring her astral self entry. Magnus had insufficient power to breach the barrier and could only console his young friend, now trapped in astral form. At Jessica's request, Magnus attempted a spell to make the world forget Spider-Woman's existence, but due to the ghost's weakened state after journeying through time, the spell was ephemeral. Tigra, a recent acquaintance of Spider-Woman, discovered Jessica's lifeless body and summoned the Avengers for aid. The Avengers brought in Dr. Strange, who attempted to breach the barrier around her physical form erected by Morgan. This led the Avengers into battle with Morgan Le Fey's astral form itself. Through the sacrifice of Magnus' astral existence and by Dr. Strange's magic, Jessica Drew was reunited with her physical form and brought back to life. However, since Morgan had interlocked her mystic barrier with Jessica's bioelectrically charged nervous system, Strange was forced to remove her bioelectric powers in order to thwart Morgan's barrier. Having lost Spider-Woman's major power, Jessica Drew decided to retire her costumed identity and remain a plainclothes private investigator.
Height: 5' 9"
Eyes: Green
Weight: 130 lbs.
Hair: Black (dyed)
Powers: Spider-Woman possessed superhuman strength and endurance, an immunity to all toxic substances and radiations, and a metabolism which produced excessive bioelectricity which could be released in powerful discharges. These powers were the result of body-wide adaptations to the accelerated spider's blood which had been injected into her as a child. Spider-Woman could lift (press) about 7 tons, and exert at maximum effort for about a half hour before fatigue would begin to impair her performance. She was immune to all forms of metabolism-altering chemical substances, including non-corrosive poisons, alcohol, and other drugs. After a single exposure to a given substance (which would induce in her a short period of sickness of weakness), her body would metabolize and immunize itself against the foreign substance. Similarly, she became immune to radiation (at any wavelength higher than infrared). She sacrified this immunity factor during a blood transfusion to save the life of Giant-Man (see *Giant-Man*).

Spider-Woman's body constantly generated bioelectricity, which usually discharged itself from her skin in neglible amounts. She could, however, tap her body's total store of energy to emit a directed, bioelectric beam she called her "venom blast." This visible blast of electricity carried at maximum strength about 1/10 the charge of a lightning bolt of an equivalent length. After every discharge, she would have to wait a period of time (dependent upon the quantity and power of the "venom blasts" she had used) before having sufficient strength to discharge another. The maximum distance at which she ever could direct a bioelectric charge is about 25 feet. At close range, she could release sufficient energy to kill an average-sized man or woman.

Art by Bob McLeod & Josef Rubinstein

VULTURE

Real Name: Adrian Toomes
Occupation: Former electronics engineer, now professional criminal
Identity: Secret
Legal status: American citizen with a criminal record
Former aliases: None
Place of birth: Staten Island, New York
Marital status: Widower
Known relatives: Malachi Toomes, nephew (deceased)
Group affiliation: Former member of the Sinister Six
Base of operations: Mobile
First appearance: (Adrian Toomes) SPIDER-MAN #2, (Blackie Drago) SPIDER-MAN #48, (Clifton Shallot) SPIDER-MAN #127
Origin: Adrian Toomes was an electronics engineer and inventor who founded, with Gregory Bestman, the small electronics firm of Bestman and Toomes Electronics. With Bestman handling the bulk of the young firm's administrative and business affairs, Toomes devoted his time to a pet project, an electromagnetically-powered harness which could enable the wearer to fly like a bird. At one point, Toomes discovered that Bestman had been lying to him about the firm's profits and had been effectively stealing Toomes's share. When Toomes physically confronted Bestman he discovered that exposure to his electromagnetic harness had granted him superhuman strength. Upon being threatened by Toomes, Bestman threw him out of the company. Toomes had no legal recourse, because papers that he had signed years before had put the business entirely in Bestman's name. Already an old man, Toomes used what meager savings he had to retire to a farm in Staten Island where he continued to work on his flying harness. Realizing the potential for revenge that his flying harness and superhuman strength granted him, Toomes created the identity of the Vulture for the purpose of terrorizing Bestman.

The Vulture ravaged the Bestman plant offices, hoping to find some legally incriminating evidence against his former partner. Finding none, the Vulture vandalized and robbed the plant. He enjoyed the thrill and apparently easy rewards of thievery, and so began a career of superhumanly powered criminal activity. The Vulture has since then battled and been defeated by Spider-Man several times.

Two other men have assumed the identity of the Vulture. Blackie Drago was the Vulture's cellmate during his term in Municipal Prison. Drago was fascinated by the Vulture and wanted to take over the identity of the Vulture himself. He befriended and gained the confidence of Toomes. Then he arranged an "accident" in the prison machine shop where Toomes worked, in which Toomes suffered apparently fatal injuries. On his "deathbed," Toomes told Drago the secret location of an extra Vulture outfit, so that Drago could become the Vulture upon Toomes's death, escape from prison, and seek vengeance against Spider-Man. This Drago successfully did, ultimately modifying the Vulture costume by adding a helmet with a built-in short wave receiver. Unskilled at using the flying device, however, Drago was easily defeated by Spider-Man and sent back to prison. The Vulture outfit that Drago wore was confiscated and placed on exhibit in a city museum. When Toomes heard of Drago's failure, his will to recover surged and he escaped prison during a staged fire. Toomes fled to his Staten Island workshop and built a new electromagnetic harness and costume. Once again the Vulture, Toomes stole the costume that Drago wore from the museum where it was on exhibit. Toomes helped Drago escape from prison and gave him the stolen vulture outfit so that they could battle to prove Toomes' superiority to Drago as the Vulture. Drago was ignominously defeated by Toomes, consequently disavowed all claims to the Vulture identity, and went back to prison.

The only other person to hold the identity of the Vulture was Dr. Clifton Shallot of the Empire State University Biophysics Department. Shallot's body mutated into a form resembling that of Adrian Toomes, but possessing natural wings and flight capability, as the result of an experiment in biomutation that Shallot performed on himself. Spider-Man defeated him in battle, forced him to reverse the biomutation procedure, and effectively eliminated the chances of Shallot again becoming the Vulture.

Adrian Toomes is currently the only person who claims the identity of the Vulture. He is currently in prison.

Height: 5'11" **Eyes:** Hazel
Weight: 175 lbs. **Hair:** Bald

Powers: The Vulture possesses exceptional strength, vitality, and athletic prowess for a man his age, due to a side effect of his electromagnetic harness. The harness, in some as yet unknown way, augments his strength and reflexes while he is wearing it. After he removes the harness, his superhuman abilities gradually fade. It is not known precisely how long it takes for his strength to dwindle to normal. At peak strength, the Vulture can lift (press) 500 pounds.
Weapons: The Vulture flies by means of an electromagnetic anti-graviton generator device worn on his body by means of a tailored body-harness. It enables him to fly, completely silently, by flapping the bird-like wings which he wears attached underneath his arms. He can fly at speeds of up to 95 m.p.h. for up to 6 hours without tiring appreciably. He can attain a maximum altitude of 11,000 feet (the limit at which he can still breathe). The Vulture can glide for long distances. He can maneuver with a high degree of precision; for example, he can fly into buildings through narrow windows, up and down narrow staircases, and through narrow corridors in the course of the execution of crimes. He can turn, spin, fly upside-down, and perform mid-air acrobatics.

Art by Bret Blevins & Josef Rubinstein

WHITE TIGER

INACTIVE

Real Name: Hector Ayala
Occupation: Former college student
Identity: Publicly known
Legal status: American citizen with no criminal record
Other aliases: None
Place of birth: San Juan, Puerto Rico
Place of retirement: New York City
Known relatives: Nestor (father, deceased), Maria (mother, deceased), Filippe (brother, deceased), Awilda (sister, deceased)
Group affiliation: None
First appearance: DEADLY HANDS OF KUNG FU #19
Final appearance: SPECTACULAR SPIDER-MAN #52
History: Hector Ayala, a young Puerto Rico-born American, happened by an alleyway in the East Village in New York City where three mystic tiger amulets were lying. The amulets, artifacts of an ancient race of godlike beings, had been worn by the three members of the Sons of the Tiger and were discarded when the team disbanded. Placing the three amulets around his neck, Ayala was transformed into a master of the martial arts and clad in the costume of the White Tiger. He then began a crusade against crime and injustice in the South Bronx where he lived. However, wearing the amulets created a kind of addiction in Ayala, and he suffered withdrawl symptoms whenever he removed the amulets. Moreover, he would have no memory of the Tiger's actions. Faced with evidence, however, memories of his other self came back to him and eventually he learned to control his transformations. The White Tiger gained local fame as the first Puerto Rican costumed crimefighter, battling street gangs and local criminals as well as costumed foes such as the Prowler and Jack of Hearts.

Hector Ayala soon graduated high school and enrolled in the night program of Empire State University in lower Manhattan. There he first encountered Spider-Man in the midst of a student protest. Months later, Ayala was taken captive by the Lightmaster, who had erroneously deduced that Ayala was secretly Spider-Man. In a live television broadcast from his lair, Lightmaster revealed what he suspected, but Ayala, having recovered the amulets he had lost when kidnapped, changed into the White Tiger on camera, disproving his hypothesis. The White Tiger and Spider-Man swiftly managed to overpower the Lightmaster, but Ayala's true identity had become public knowledge nevertheless.

Months later, the crazed militarist named Gideon Mace chose the White Tiger as his first target in his war against costumed crimefighters in New York. Mace sent his hired gunmen to murder Ayala's family to lure him into his clutches. Filled with grief and rage, the White Tiger tracked down the gunmen to get revenge, but after a valiant fight against Mace's army was shot down by machine gun fire by Mace himself. The White Tiger's barely living body was dumped in front of the *Daily Bugle* building where Spider-Man in his guise as *Bugle* photographer Peter Parker was entering. After ascertaining that Ayala would receive proper hospital care, Spider-Man went after Gideon Mace and his army. Locked in a struggle with Spider-Man, Mace ordered his gunmen to shoot at Spider-Man despite the fact he was in the way. His men complied and shot Mace to death, although Spider-Man managed to duck. Returning to the hospital, Spider-Man learned that despite his multiple gunshot wounds, Ayala was miraculously recovering, largely due to the mystic life-sustaining power of the amulets.

After making a full recovery three weeks later, Ayala and his girlfriend Holly Gillis set forth by bus to an unspecified location where no one would have heard of the White Tiger. Ayala gave the tiger amulets to his frequent ally, Detective Nathaniel Byrd, who returned them to the Sons of the Tiger. Without the amulets, Ayala would never again become the White Tiger.

Height: 6' **Eyes:** Brown
Weight: 190 lbs. **Hair:** Black
Powers: The White Tiger possessed slightly superhuman strength, speed, coordination, agility, stamina, and resilience, conferred upon him by the mystic tiger amulets. Further, the amulets provided him a vast practical knowledge of the martial arts, although that of his untransformed self was rather basic. Although difficult to measure, Hector Ayala's physical prowess and skills seem to have more thantripled with his transformation into the White Tiger.
Paraphernalia: The green jade in the form of a tiger's head and two claws possessed mystical power which derived from the dimension of K'un-Lun (see *K'un-Lun*). The tiger's head and paws, when connected to the jade figurine from which they were severed, enabled passage to K'un-Lun's dimension. Wielded by a sufficiently powerful sorcerer, the jade tiger could be enlarged and brought to a semblance of life. The particular significance of the White Tiger costume and whether it existed before Hector Ayala first donned it are still not known. Nor is it known precisely how it materialized on Ayala's body or where it went when it disappeared. The amulets, worn separately by the Sons of the Tiger, did not change their garb in any way nor provide them with as great a power as all three worn together gave the White Tiger. The amulets, now reunited with the figurine from which they came, are currently in K'un-Lun.

Art by Mark Bright & Josef Rubinstein

The Amazing Spider-Man #234 included *The Marvel Guide to Collecting Comics* as a special 16-page insert that could be removed and saved for future reference.

MARVEL SPECIAL BONUS 1

©1982 MARVEL COMICS GROUP

MARVEL COMICS GROUP

THE MARVEL GUIDE TO COLLECTING COMICS

Welcome to the Marvel Comics Guide to Collecting Comics, which we hope will be valuable to those of you who are just beginning to discover the magical thrills Marvel Comics has to offer you. I want to thank Joel Fischer and Mark Burbey for allowing us to adapt their own original guidebook, Walter Simonson for his lively layouts and artwork and Sol Brodsky and his crew for their professional production work. Now go enjoy yourselves!
--Mike Friedrich

Mike Friedrich	Editor
Jim Shooter	Editor-in-Chief
Mark Burbey	Text
Walter Simonson Deborah Pedler	Design and cover
Sol Brodsky	Production
Mike Hobson	Vice-President, Publishing

Beginnings

The hobby of collecting specific things is one enjoyed by a great many people of all ages. The hobby of collecting coins and/or stamps can boast of having the largest number of enthusiasts, but the motivation here is primarily money. Coins and stamps are graded on rareness, condition, etc., and their appeal to collectors is generally based on their value. Coins can't really be admired like paintings, and while there is a certain amount of craftsmanship to be appreciated when studying a stamp, their artistic value is limited.

Probably the most artful hobby is the collecting of works of great art and antiques. At the same time, this sort of collecting can easily be the most expensive, and one can always see many of these things in a museum.

The collecting of comic books, while not the largest hobby in the world, is certainly growing larger all the time. More and more books are appearing about the art of collecting comics.

As one gets further into collecting comics, the value of certain ones becomes apparent, which I will discuss later on, but the primary appeal of comic books is the fun they offer.

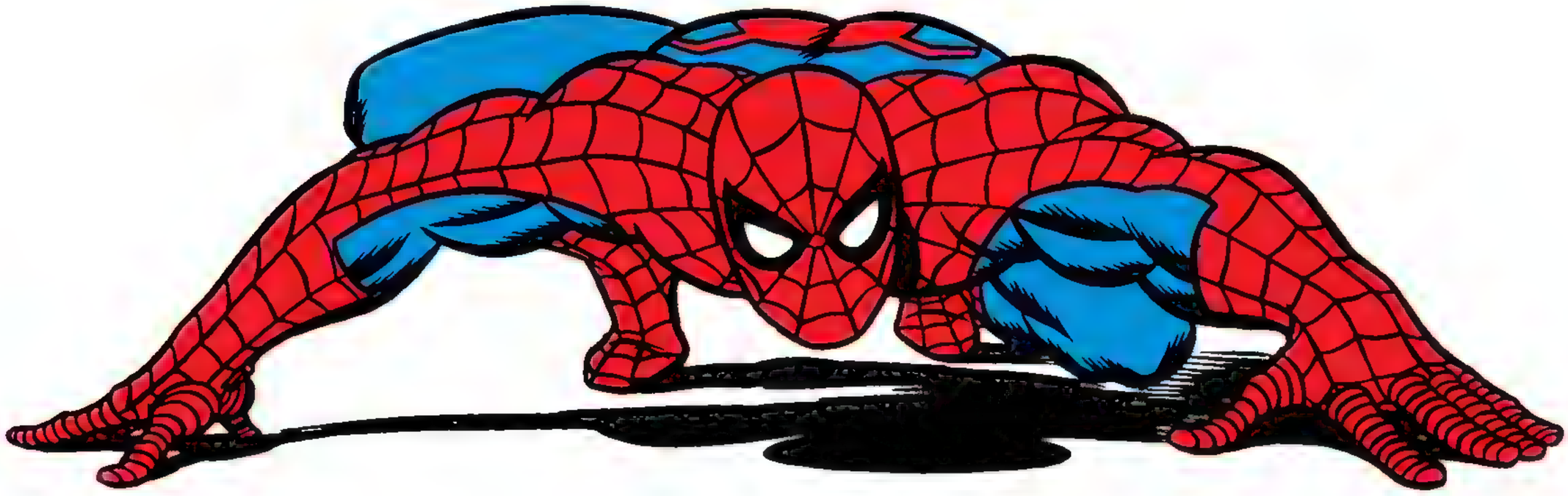
Though most collectors discover comic books as children there are many fans who don't get interested until as late as adulthood. Career people ranging from writers and actors to doctors and scientists read and collect comics.

Kids discover comics in every conceivable way. I discovered them back in 1966 when the BATMAN television program starring Adam West was all the rage and everybody was wearing BATMAN T-shirts, doing the ridiculous Batusi, and reading BATMAN comic books. Though I had read a comic book every now and again before then, my "first" comic was an issue of DETECTIVE COMICS, and that led me into buying every comic I could lay my hands on. Back then comics were only 10¢ or 12¢, and you could buy almost 10 for a dollar.

I was 11 years old when the collecting bug bit me and I still have a love for comics. When I was starting out, however, there was a lot I didn't know, and a lot I just plain didn't notice, realize or understand.

The purpose of this book is to try and make some of these things that confused me back in 1966 a little clearer to you, the new collector, now.

—Mark Burbey



Definitions

The following are terms that you'll need to know in order to readily understand the basics of comic collecting.

BACK ISSUE: An issue of any comic book previous to the latest one. This can refer to last month's issue, or an issue published many years ago.

GOLDEN AGE: A period of time in the history of comics running from around 1935 (when comics began being published) until 1949. All comics published within this time are called Golden Age comics.

SILVER AGE: This period began in 1956 when THE FLASH appeared in DC's SHOWCASE No. 4, bringing in the new wave of super heroes. Marvel, however had the greatest impact on the future of comics when a few years later they published the first SPIDER-MAN story in AMAZING FANTASY No. 15. The Silver Age runs into the late 1960s.

ORIGINAL ARTWORK: This is the actual artwork that the comic companies reproduce photographically and print as comic books. There is no color on the original art, as that is later added by a separate process.

COMICS CONVENTION: A gathering of fans, collectors, professional comic artists and writers and comic book dealers, to enjoy, discuss and sell comics. Conventions are usually held in hotels, and also feature movies, original art displays, etc.

FANZINE: A magazine devoted to any facet of the comic arts published by someone other than a comics publishing company. Fanzines can sometimes be cheaply produced and amateurish in appearance, or often very professional looking and even better than magazines found at newsstands. Fanzines are usually found at comic shops or purchased through the mail.

COMICS CODE AUTHORITY: An organization that most publishers of color comic books must show all their material to before publishing. The Code judges whether or not the material is within the guidelines set by the Code to insure it is suitable to be read by younger (and presumably impressionable) readers.

The following is a guideline for the beginning collector. As you become more familiar with this hobby, it will become second nature to you to describe the condition (grade) of each book you encounter.

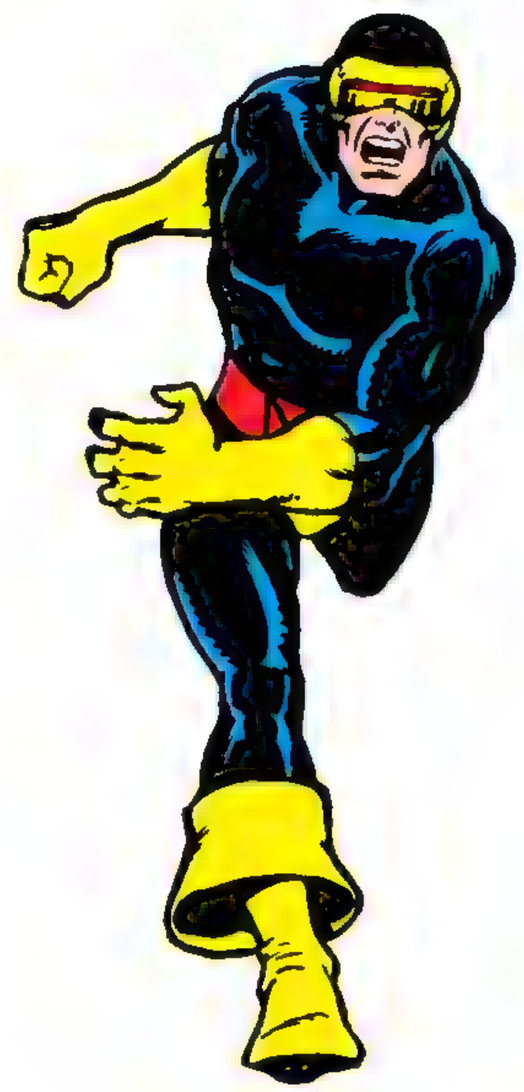
MINT: Perfect condition, complete, like new, still with original print lustre.

FINE: Slight signs of wear, but still with cover gloss – no tears or obvious defects.

GOOD: Complete with cover attached and some signs of soiling and wear in particular.

FAIR: Complete but some tears in covers and some pieces of covers missing; soiling of pages, rolled spine.

POOR: Uncollectable, incomplete, badly worn, large pieces missing from cover, water damaged.



Again . . . the condition of your books determines the value of your collection.

It is important that the beginning collector know the issue number of his/her favorite title, i.e. 4th, 5th, etc. So, here with other valuable information is . . .

The Comic Book Cover

NUMBER AND MONTH OF ISSUES. All comics start with a No. 1 issue and a month (Jan, Feb, etc.). The number and month advance with each successive issue. Example: STAR WARS No. 52, Oct. STAR WARS No. 53, Nov. It is important that you do not miss an issue or you will not have a complete collection of the title you are collecting.

The number, month and price in this diamond shape means the issue was *not* distributed by Curtis Circulation and, that you probably got it from a direct sales comic shop or other outlet. The two boxes (not shown here) with a little "cc" symbol means it *was* circulated by Curtis. It means nothing as far as value is concerned to collectors.
Please Note: MARVEL has recently replaced the diamond shape with this newly designed symbol:

TITLE OR MAIN CHARACTER in book. (Note: some books rotate features therefore it is important to be able to distinguish the main title from the sub-title. Example: MARVEL PREMIERE, featuring ALICE COOPER. The name of the book is MARVEL PREMIERE not ALICE COOPER. Main titles are usually in smaller print above the sub-title (larger print).

On many copies this space contains the UNIVERSAL PRODUCT CODE which allows comics to be sold in supermarkets and convenience stores across the country. All products sold in these stores have this code. The code symbol is "read" by cash registers which are hooked into special computers. Distributors also use this code.

Tells you the COMPANY responsible for publishing the book.

PUBLISHER'S SUGGESTED PRICE.

COMICS CODE AUTHORITY SEAL.
See page 5.

The Great Escape

As I mentioned in the introduction, most fans of comics collect them for fun, although many do take their monetary potential into consideration while collecting.

In my opinion, however, the fun should take precedence over the money. While this may be a slightly biased point of view, I've talked and corresponded with many fans who feel the same way.

I think the first things beginning fans notice about comic books is the artwork, and the bright and exciting colors on the covers and the inside. When one starts reading comics, he may find that some books have better artwork than others. He will not be as particular though, until he has read many more comics and knows who all the artists are.

In most cases, the beginner will not be able to immediately distinguish one artist's work from another's. The art will look obviously different, but the primary thing on the fan's mind will be the action taking place on the pages.

Even as one begins to take further notice of the artwork he will at first find it hard to believe that he will someday be able to immediately recognize and identify just about any comic artist simply by glancing at a single drawing. But he soon will, and this is when collecting comics becomes even more exciting, because the collector will then begin to choose favorite artists and seek out their work with a special fervor.

People certainly collect comic books to read rather than just to look at. But when I first started reading comics, I never gave much thought to who had written the stories. Even when I did, I couldn't quite imagine how they went about it. It was obvious how the art was done: an artist simply took the pencil in hand and drew it. But what did the writer do? Was he even necessary?

I eventually realized that the writer was very necessary indeed, equally as necessary as the artist. While the monetary value of a comic is rarely based on who wrote a comic, the actual purpose of the comic is to entertain and whether it succeeds or not depends a great deal on the ability of the writer.

The younger reader of comics is generally attracted to the super hero comics, as those are usually the most visually exciting. As the reader/collector gets a little older, he will have eventually come to notice most every book on the comic rack he/she visits every week. When he/she does, they will find that there are many different kinds of comics, such as horror/mystery comics, war comics, western comics, humor comics, and even love comics. It is when he/she begins to notice these various types of comics that he/she will begin to get more and more involved with the stories and the plots and the characters. He won't even mind as much if every page doesn't have a fight scene on it, or even a super hero on it. While before he may have bought a certain title just because he liked the character, regardless of whether or not he liked the artist or the storyline that had been ongoing for the last 6 months, he will become more discriminating. He/she will actually base their decision on who the writer or artist is. So, basically people collect comics either because they simply enjoy them or they find them profitable.

What's Right For Me?

As far as present day comic books are concerned, there are seven different companies to collect from: MARVEL, DC, GOLD KEY, CHARLTON, ARCHIE, HARVEY and PACIFIC.

MARVEL and DC are the largest companies, MARVEL being the more popular of the two. Both companies publish super hero comics first and foremost. In addition MARVEL publishes science fiction comics such as STAR WARS as well as "reprint" comics that re-publish stories that have appeared before. MARVEL TALES, for example, reprints old SPIDER-MAN stories. Also every year, usually during the summer and early fall months MARVEL publishes what they call "ANNUALS". These are special, large issues of their most popular super hero titles, and from year to year they might contain either new or old material or both.

Along with their super hero comics DC also publishes mystery, western and war comics. All these comics follow a fixed format, meaning that they look the same from month to month. DC also has revived publishing "annuals".

GOLD KEY, ARCHIE and HARVEY aim their comics at the younger readers. GOLD KEY consists mostly of comics based on TV and cartoon characters, such as DISNEY, TOM & JERRY, MIGHTY MOUSE and BUGS BUNNY as well as more serious comics like RIPLEY'S BELIEVE IT OR NOT and TUROK, SON OF STONE. ARCHIE and HARVEY publish comics intended for children between the ages of 5 and 12, concentrating solely on humor comics. Regardless of who ARCHIE and HARVEY aim their comics at however quite a few older fans collect their titles.

CHARLTON, once a company that ranked 3rd or 4th insofar as popularity, now depends chiefly on material that has already been paid for and published by them, resulting in a line consisting entirely of reprint books. They publish ghost, western, war, and love comics only. If and when you go looking for back issues of CHARLTON comics, however, you will find quite a few super hero titles such as BLUE BEETLE drawn by STEVE DITKO, the original SPIDER-MAN artist, THUNDER-BOLT and the recent E-MAN. Quite a few artists who now work for MARVEL and DC began drawing for CHARLTON and you will find their work in many CHARLTON back issues. Some of these artists include JIM APARO, TOM SUTTON, JEFF JONES, MIKE KALUTA, DICK GIORDANO, JOE STATON and MIKE ZECK.

PACIFIC COMICS is a new comics publisher with just a couple of titles focusing on science fiction and fantasy.

Because today's comic books are so easy to get (you just go down to the comics store and buy them) this type of collecting would probably be referred to as "everyday collecting", the kind everybody does.

But there's another kind of collecting, the kind that takes a certain kind of knowledge and experience that slowly develops the more you collect.

This type of collecting involves hunting down comics from the early 1960s, 1950s and even the 1940s. It requires more money to collect these simply because these comics are harder to find and are more eagerly sought, but if you find the right comics and know how to deal, then you are bound to come out ahead in every case.

Among the old comics that are popular collector items are Golden and Silver Age* and EC comics.

Whereas more recent comics are collectable because popular characters are drawn by popular artists, many Golden Age comics are valuable merely because they're old and harder to get and they feature a highly popular character such as SUPERMAN, BATMAN or (the original) CAPTAIN MARVEL. Also, there are many characters that aren't very well known today but were once quite popular and are now costly to collect such as BULLET-MAN, the original HUMAN TORCH and others.

Silver Age comics, particularly those published by MARVEL, are not always as hard to find as Golden Age books nor are they as expensive in comparison. But Silver Age comics are probably the most sought after. A run of early issues of such titles as SPIDER-MAN or the FANTASTIC FOUR in mint condition can easily cost hundreds of dollars, even thousands. Many Golden Age comics can cost several thousand dollars apiece.

Still, as I keep emphasizing, the reason one starts collecting comics in the first place is because they find it fun. And for the collector, there is a way he can obtain some of these comics inexpensively.

*See definitions on page 4 and charts on pages 10 and 11.

Here's an example:

I am a big fan of STEVE DITKO's early SPIDER-MAN stories. His artwork appeared in the first 38 issues and to collect a mint set of these in 1981 would cost approximately $2,000. The price is so high because these issues are fairly hard to find in mint and they are sought after by many collectors. But I wasn't interested in the rarity of the originals or in the investment potential. All I was concerned with was the quality of the art and the stories and the fun I'd have reading them. So, what I did was this: I made a complete list of every DITKO SPIDER-MAN appearance, and went about finding where each one had been reprinted. Most of them have been reprinted in the earliest issues of MARVEL TALES, but some were also reprinted in MARVEL COLLECTOR'S ITEM CLASSICS and in several of the SPIDER-MAN annuals. What it finally came down to was that I was able to obtain every DITKO SPIDER-MAN story, including the first one in AMAZING FANTASY No. 15, for less than $75. It would have been over $100 had I been seeking mint copies, but I wasn't. (By the way, if you want to collect the early SPIDER-MANs like this please note that issues No. 28 and 29 have never been reprinted anywhere, so you would have to buy the originals, costing between $6 – $8 each in mint.)

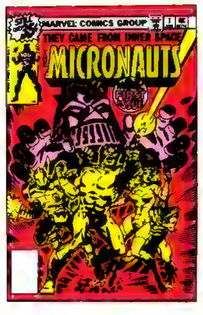
The EC comics I mentioned earlier are highly popular and also expensive to collect. This company started publishing comic books in the late 1940s, but it wasn't until the early to mid 1950s, under the direction of William Gaines, that EC began to publish an excellent series of horror, science fiction, and war comics. Of these particular genres, those published by EC are considered to be the finest ever produced. The quality of the art and writing were on an equal level, making for visually exciting, stimulating, thought-provoking stories. No one since has been able to rise to the greatness of EC's accomplishments.

At the time EC was publishing, there were many crime and horror comics on the market, many of which showed blood, violence, and suggestions of sex. Some parents objected to their children reading such material, but enough apparently didn't mind. EC's sales, in fact, were excellent. It was this blood and violence that prompted a psychiatrist named Dr. Frederic Wertham to write a book called SEDUCTION OF THE INNOCENT. The book attacked many comic book publishers, EC in particular, for creating questionable material for our nation's children. This all became a big news story of the day, and EC went to court to defend itself. The end result of the war between the comics industry and Wertham was the creation of THE COMICS CODE AUTHORITY. This code still exists today.

The highly successful MAD magazine is published by EC, which still exists today.

I have barely skimmed the surface on the subject of comics that are most popular among collectors. The ones I've mentioned are the top collector's items, but there are many others, such as the older WALT DISNEY comics, that are also very popular.

It's Better Than Money in the Bank



It is rather unreasonable to expect the beginning fan to have the kind of money it takes to buy some of the older comics.

Still, there are many recent titles he/she can buy at reasonable prices that he/she will make money on should he/she decide to sell them. In fact, comics appear on the stands every week that will be bonafide collector's items.

It is difficult to predict what books will rise in value and which ones won't. One can make very good guesses and take his chances, but one can never be sure.

The following is a list of comic books that are a good investment but are not as expensive as Silver or Golden Age books.*

1. Daredevil No. 158	$30.00
2. Peter Parker No. 27	25.00
3. Hulk No. 181	25.00
4. X-Men No. 129	12.00
5. Teen Titans No. 1	12.00
6. Iron Man No. 115	4.00
7. Micronauts No. 1	4.00
8. Rom No. 1	4.00
9. Moonknight No. 1	3.00
10. Ka-zar No. 1	1.25

Just because a comic is old, it does not mean it is worth a great amount of money. There are 1940 comics that are worth just a couple of dollars. By the same token, there are certain recent titles such as HOWARD THE DUCK No. 1 that are worth a fairly large amount of money. Another, even more recent example is MARVEL's MICRONAUTS. Even though it has only been out for a couple of years, it has been rising steadily in price.

How does one go about deciding which comic books will become valuable and are, therefore, worth investing in? Well, after collecting awhile the collector will have enough knowledge and intuition to make wise choices without worry.

The wise collector bases his choices on who the popular characters are, as well as who the popular artists are.

For example, when SWAMP THING No. 1 came out, its artist, BERNI WRIGHTSON, was already well respected among fans and collectors. So, the facts that it was the first issue and that it was drawn by BERNI WRIGHTSON made SWAMP THING No. 1 a wise investment choice. SWAMP THING ran for 25 issues, but WRIGHTSON drew only the first 10 issues. So while all the issues will rise in value as time passes, the first 10 will always be the most valuable.

The situation with CONAN is slightly different. Its artist, BARRY SMITH, is today a much respected illustrator, but he wasn't very well known back in 1970 when CONAN No. 1 came out. The big attraction instead was not who the artist was but the fact that CONAN THE BARBARIAN, a long time popular pulp fiction hero, was a big news item in collectors circles, as well as a financial success among comic readers who weren't collectors. So, even though this comic came out not more than 11 years ago, it is worth over $55.00.

Barry Smith sadly chose to stop drawing CONAN with issue No. 24, so issues after that number will never be as valuable as those before it.

There are some other interesting things affecting the worth of comics to note. Still using CONAN as an example, even among the first 24 issues, there are variances in values for different reasons. CONAN No. 3 is worth more than No. 2 because for some reason less copies of No. 3 were distributed to the public (comics of this type are called "low distribution books" and are usually worth more than surrounding numbers).

While the writer of a comic almost never determines its worth, there are rare cases where the storyline does. Two issues of SPIDER-MAN, numbers 121 and 122, featured the deaths of two major characters: SPIDER-MAN's girl friend GWEN STACY and the GREEN GOBLIN. This alone made the two issues worth six times more than No. 120 or No. 123.

It is very possible to make bad decisions when investing in comics as they come off the stands. I can think of two excellent examples: SHAZAM No. 1 and THE SHADOW No. 1, both from DC.

DC made a very big deal out of the arrival of SHAZAM No. 1, because after many years the original CAPT. MARVEL would again be appearing in new adventures. They were even going to be drawn by the original artist, C.C. Beck. When SHAZAM No. 1 finally came out, many collectors bought dozens of copies. Within a year however, people found themselves sitting on stacks of SHAZAM No.1 worth little more than what they had paid for them due to poorly written stories. This comic is slowly rising in price but it will be a long time before it will be worth the trouble collectors and dealers went to get them.

THE SHADOW No. 1 was an excellent comic published in 1973, and for the collector of art comics, it looked like a fine investment choice. Its artist, MIKE KALUTA, is extremely talented and by all rights his comics should be demanding much more than they do. The fact that they don't is great for the collector who buys comics to enjoy and keep, but it just goes to show that what may look like a good investment choice may not be at all. Kaluta drew only five issues of THE SHADOW (No. 1 – 4, and 6).

The reasons why some comics succeed and some fail are many. The bottom line is this: know who the artists are and try to judge who are the most popular and who will become valuable artists to collect. You can be pretty sure that most No. 1 issues of just about any major comic from DC and MARVEL will become worth more than what you pay for it. The important thing to remember when investing in new or old comics is to take very good care of them and try your hardest to keep them in the condition you buy them in.

The following is a list of the 10 most valuable SILVER AGE comics:*

1. Amazing Fantasy No.15	$1,100.00
2. Fantastic Four No.1	1,100.00
3. Showcase No.4	1,000.00
4. Amazing Spider-Man No.1	600.00
5. Incredible Hulk No.1	600.00
6. Journey Into Mystery No.83	420.00
7. Fantastic Four No.2	400.00
8. Showcase No.8	320.00
9. Fantastic Four No.3	300.00
10. Flash No.105	275.00

These prices are based on an informal survey taken in the fall of 1981 and should not be considered definitive. Prices vary dramatically according to supply and condition.

Getting Them: Half The Fun

It is the obtaining of comics that is the true act of collecting and a lot of fun.

There are several ways to go about it. The best way is to check your local newspaper for conventions or your telephone directory to see what comic shops are in your area.

Comic shops are stores that specialize in comic books and related material such as plastic bags, fanzines, original art, etc. SUNSHINE COMICS in Miami, Florida, for example, carries all the new comics, plus many back issues. A specialty shop will give you personal attention and in many cases you can reserve your new comics in advance, thus assuring you don't miss an issue which is very important to a complete collection. Also, you can be guaranteed of receiving only mint copies.

For back issues, a comic shop is especially advantageous because you can look a comic over before buying it. When buying comics through the mail, you will usually get a fair shake but you can never be sure of what you're getting until it is too late.

Some comic shops don't always have a wide array of the older comics (1940 – 1960). However, some shops will make every effort to obtain older books for you if they don't already have them.

If you do decide to order books through the mail there are a few tips you should know: never send cash through the mail, checks or money orders only. Before making a purchase, try to compare prices from one dealer to another. Prices sometimes vary greatly as do grading systems. Before mailing an order away, make a note of what comics you've ordered, who you ordered them from, how much you paid, and when you sent the order in. Most dealers are prompt in sending books. However, if you do not receive your order within about two weeks it is wise to write regarding the delay. It's always good to be organized. Though there are always bargains to be found, beware of items that seem almost too good to be true. Normally, you can trust most mail order advertisers but you'll sometimes run into shady dealers who advertise books they don't really have, and sometimes comics that don't even exist. It is wise to buy from a reputable and established dealer.

One thing to beware of when purchasing back issues and old comics is **reprints.** There are various types of reprints such as MARVEL TALES (already discussed) in which previously published stories are re-published under a different title. There are also instances where comics are reprinted exactly as they were originally published, with little or no alteration.

Here's an example: SPIDER-MAN No. 1 was re-published in virtually its original form as part of a record package. For obvious reasons, this reprint is worth only $4.50 in mint condition, whereas the original is worth approximately $600.00.

More recent examples include STAR WARS No.s 1–5, which went through numerous reprintings following their original publication. (The COMIC BOOK PRICE GUIDE provides specific information to enable the collector to distinguish between reprints and originals.)

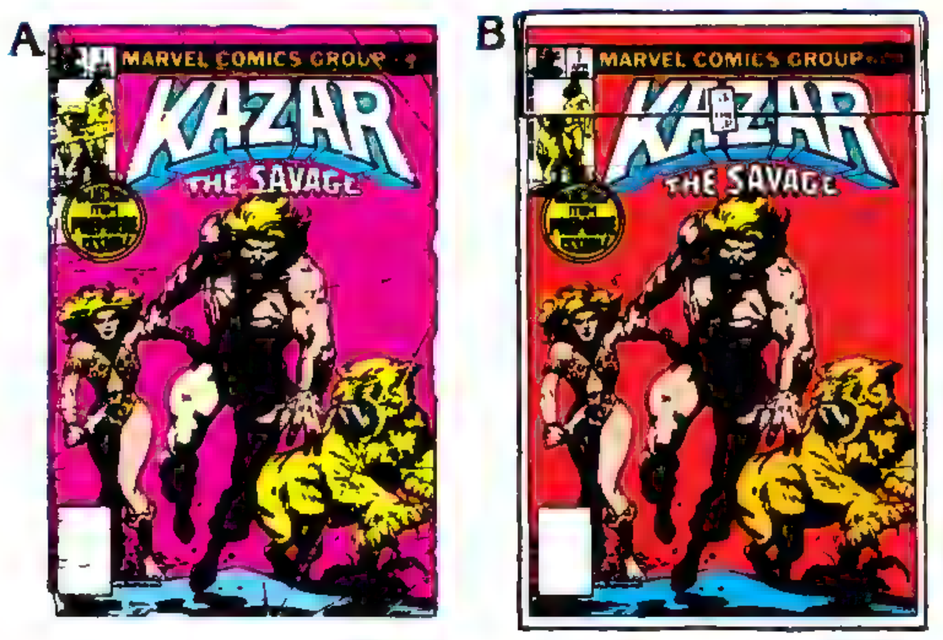
Two other prime examples to watch for are reprints of CHARLTON COMICS (BLUE BEETLE, E-MAN, etc.) by MODERN COMICS, and DC's FAMOUS FIRST EDITION series. Strange as it may seem, DC's oversized reprints of such famous comics as ACTION No. 1 and DETECTIVE No. 27 have been mistaken for the originals by novice collectors.

The fact to remember is reprints will never be worth anywhere near as much as the originals, and it's smart to be able to tell the difference.

Another alternative to a comic shop and mail order is a comic book convention. These are usually held in a hotel or an auditorium, and among its attractions might be guest speakers (professional comic writers and artists), art displays, auctions, and movies. The most active area of any convention is the dealers' room where you'll find the equivalent of dozens of comic shops, with many dealers right there to buy from. Look for announcements in your local paper.

If you live in an area where there are no comic shops or even newsstands, you might consider subscribing to your favorite titles. But stand warned that subscription copies are sent with very little protection and are easily damaged. There are, however, many subscription services where you can get new comics sent directly to you with maximum protection.

Bag'em and Box'em!



A UNBAGGED COMIC is fading, has rolled spine and creases.

B BAGGED COMIC has none of these defects.

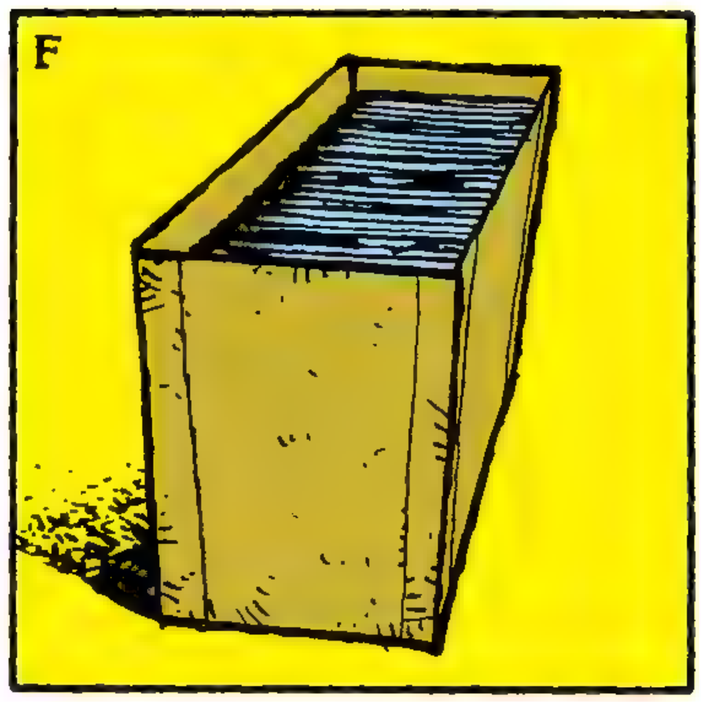
There are articles in **The Comic Book Price Guide** and various other places expounding the elaborate measures a collector can go to in order to protect his/her comics thoroughly. These measures are perfectly valid, but they're rather expensive and somewhat impractical for the average collector; they're meant primarily for people who own very expensive and valuable comics.

Below I have outlined how I and many other fans protect our collections.

At most comic shops, collectors can buy plastic bags that have been designed specifically to hold individual comic books. These bags are available in several different sizes and in several different gauges of plastic. The 3 mil (millimeter) size is the best. The bags will prevent comics from being soiled by dirt, bugs, moisture, etc.

It is important to store your comics **upright**, no matter how you do it. Storing them flat tends to bend them at the spine. Since the spine is the most important part of your comic, it should be kept as free from defects as possible. The drawings above show the effects of improper storage. The unbagged comic (A) is faded and creased, and has a rolled spine. The bagged comic (B) shows none of these flaws.

I have all my bagged comics and magazines stored upright in a large wooden cabinet with many shelves. The comics are arranged within the cabinet by company and title. I'm not saying you should go out and buy or build yourself a cabinet, as this can be very costly. Mine just happened to be in my house and I was able to make use of it. Bookcases also make fine storage space for comics.



C and **D** are poor ways to store comics.

E is the best way to store comics.

If you don't have a bookcase handy, you should store your collection in boxes. However, most cardboard boxes, such as the ones usually found at supermarkets, are not cut to the dimensions of comics. As a result, they will not hold comics snugly. Comics should be stored upright in boxes made to hold them. Keeping them in too large a box will cause sagging and shorten the life of your magazines. Drawings C and D above show 2 examples of incorrectly stored comics. Drawing E shows the correct way to bag and box your investment.

If you're going to collect comics for investment, it is wise to read the comic once and put it away. If you want to look at it more than once, buy a second copy. The more you handle a copy, the more soiled and less valuable it will become. Stains, dirt, tears, and holes will all detract from the value of a book.

The ideal way for the average collector to store comics is in 3 mil bags, upright, in a dark cool place. (Sunlight will ruin comics no matter what you do.) And be sure you have every comic in a bag!

For the collector who is **very** concerned about maintaining the good condition of his/her comics, there are special bags (mylar) and acid free cardboard boxes available which will further prevent comics from yellowing and deteriorating.

Either Rags or Riches

The time may come when you may want/have to sell your comics. The following guidelines should be considered:

TITLE: "Key" (popular) titles such as SPIDER-MAN or THE AVENGERS will always bring a higher price than minor ones.

CONDITION: A book in GOOD condition will never be worth as much as one in FINE or MINT no matter what the title.

DEALER/COLLECTOR POSITION: It is important to understand the difference between selling to a dealer or a collector. The collector buys with the intent of keeping the books for a long period of time (and then maybe selling it); a dealer buys for immediate resale and since he has overhead (rent, utilities, etc.) he has to pay lower than the market value so he can make a profit.

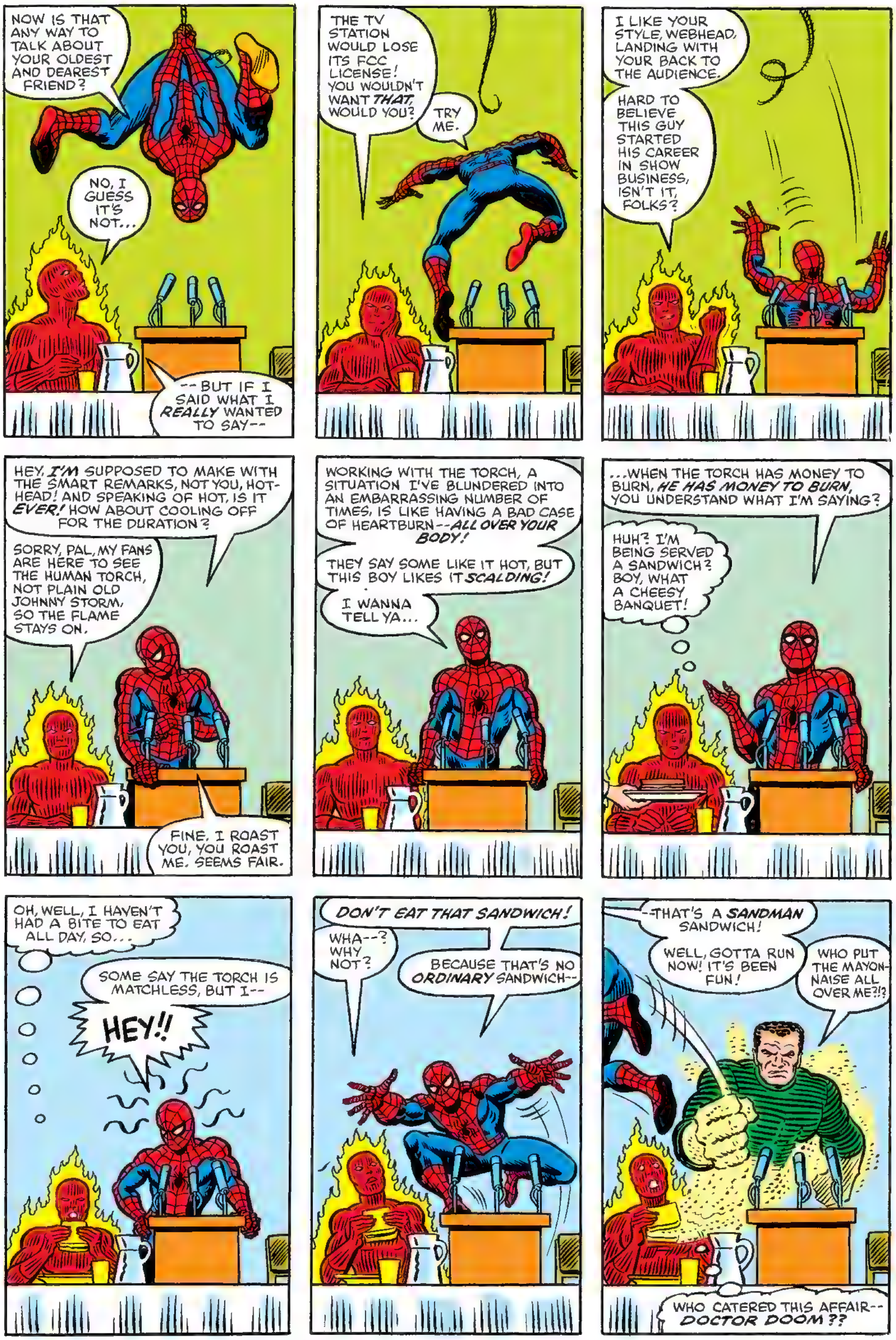
It takes time for a comic to become valuable. You can't buy a comic today and expect to resell it a week from now and make a profit. There are certain cases such as STAR WARS and HOWARD THE DUCK where the value has skyrocketed overnight; however, this is the exception rather than the rule.

Now that you've read this booklet, I hope you have a somewhat better understanding of comics than you did before. Of course I have barely begun to scratch the surface of this fascinating hobby. As you collect more comics, you will find that you will be getting many hours of enjoyment and acquiring more knowledge along the way. Not only will you have comics for fun, but you will have comics for profit.

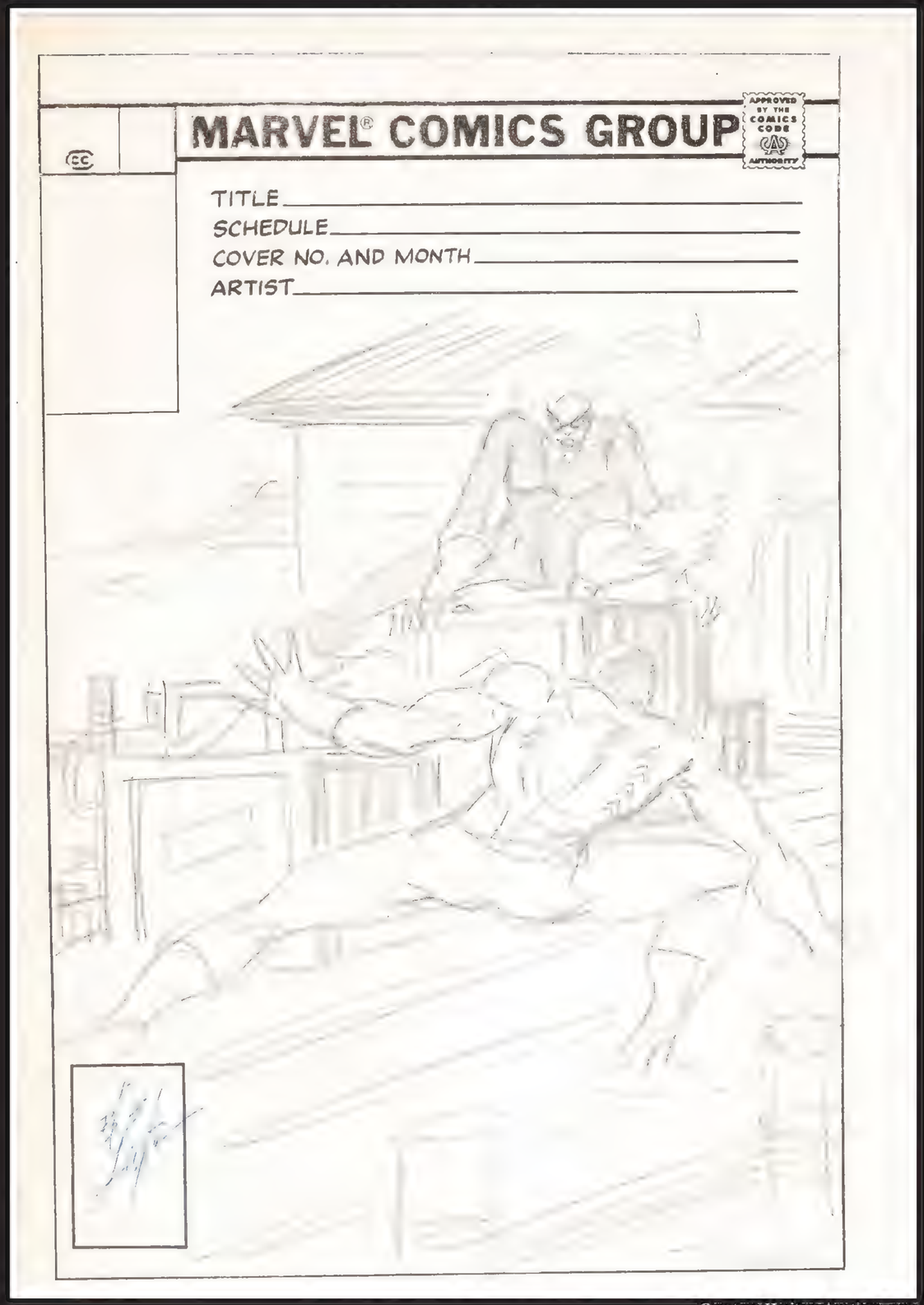
THE
MARVEL GUIDE TO COLLECTING COMICS
IS BROUGHT TO YOU BY

MARVEL COMICS

In 1982's *Fantastic Four Roast*, writer/cartoonist Fred Hembeck "roasted" Marvel's First Family with the aid of many artists, including this page with John Romita Jr.



The Amazing Spider-Man #227 cover sketch
by Bob Layton



Courtesy HeritageAuctions.com

The Amazing Spider-Man Annual #16, page 33 original art
by John Romita Jr. & John Romita Sr.

Courtesy HeritageAuctions.com

Spider-Man Chronicles (July 1982) cover
by John Byrne

Spider-Man Chronicles (July 1982) back cover
by Joe Staton

Spider-Man Chronicles pinup by John Romita Sr.

The Sensational Spider-Man: Nothing Can Stop the Juggernaut (1989)

Cover by John Romita Jr. & Jim Mooney

Bitten by an irradiated spider, Peter Parker was granted the proportionate strength, speed and power of the arachnid.

Buried in a cave under tons of rubble, Cain Marko impulsively grabbed a glowing ruby, bestowing upon him the power of the Crimson Bands of Cyttorak and transforming him into a wanton force of pure destruction. Marko had essentially become a human Juggernaut!

Witness the first classic confrontation between these two titans. A desperate call from a psychic invalid pits irresistible force against unwilling object as Spider-Man learns "Nothing Can Stop the Juggernaut!"

$3.95 US
$5.00 CAN.

NOTHING CAN STOP THE JUGGERNAUT

MARVEL™ COMICS

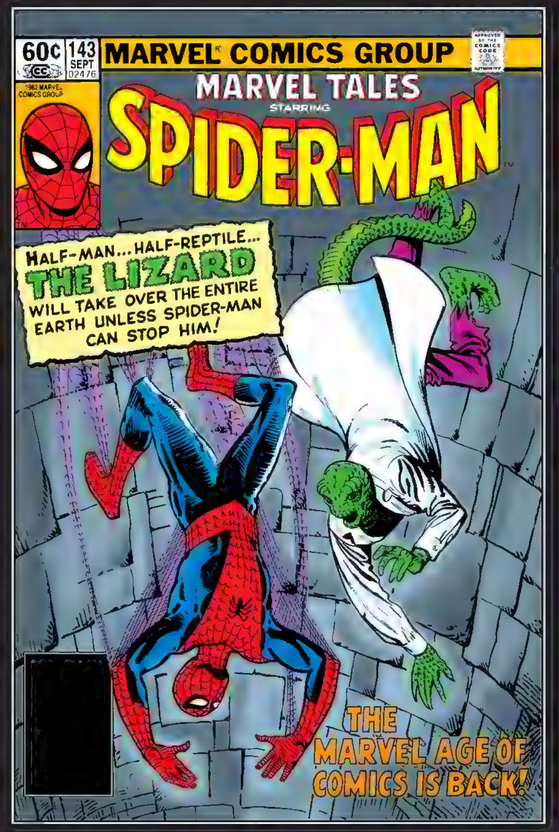
ISBN 0-87135-572-8

$3.95 US $5.00 CAN.

Reprinting *The Amazing Spider-Man* #229-230

In March 1982, just after Roger Stern debuted as *The Amazing Spider-Man* writer, *Marvel Tales* returned to reprints of Spidey's Lee/Ditko heyday.

Reprinting *Amazing Fantasy* #15, *Strange Tales* #115 (Doctor Strange) and *The Amazing Spider-Man* #1-3



Reprinting *The Amazing Spider-Man* #4-7

Reprinting *The Amazing Spider-Man* #8-11

Spider-Man Megazine #1 (October 1994) cover
by James Fry, Hector Collazo & Jung Choi

Reprinting *The Amazing Spider-Man* #16, #224-225 and *Marvel Team-Up* #1

Spider-Man Megazine #2 (November 1994) cover
by Brian Stelfreeze & Jung Choi

Reprinting *The Amazing Spider-Man* #17, #226-227 and *Marvel Team-Up* #2

Spider-Man Megazine #3 (December 1994) cover
by Ron Frenz, Al Milgrom & Jung Choi

Reprinting *The Amazing Spider-Man* #18, #229-230 and *Marvel Team-Up* #3

Spider-Man Megazine #4 (January 1995) cover
by Stuart Immonen, Karl Story & Jung Choi

Reprinting *The Amazing Spider-Man* #19, #231-232 and *Marvel Team-Up* #4

Spider-Man Megazine #5 (February 1995) cover
by Kirk Jarvinen, Jason Moore & Jung Choi

Reprinting *The Amazing Spider-Man* #20, #233-234 and *Marvel Team-Up* #5

Spider-Man Megazine #6 (March 1995) cover
by Mark Buckingham & Jung Choi

Reprinting *The Amazing Spider-Man* #21, #235-236 and *Marvel Team-Up* #6

Backpack Marvels: Amazing Spider-Man — Murder by Spider TPB (2000) cover
by John Romita Jr. & Greg Horn

Reprinting *The Amazing Spider-Man* #224-230

BIOGRAPHIES

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

JOHN ROMITA JR.

Like his legendary father, John Romita Jr. has become a comic-art master, establishing a powerful style uniquely his own. His life in comics began early, when as an adolescent he helped his father design the Spider-Man villain the Prowler. His first published work—cover art for Marvel UK and "Chaos at the Coffee Bean!" in *Amazing Spider-Man Annual* #11—showed that he'd learned much from his father's figure drawing and storytelling sense. His first full-length project was a KISS feature in *Marvel Super-Special* #5. In the summer of 1978, he began a years long parternship on *Iron Man* with David Michelinie and Bob Layton. It was during his first *Iron Man* break that Romita Jr. took on full-time art duties on *Amazing Spider-Man* for the first of multiple acclaimed runs. During his Spidey tenure he also helped launch *Dazzler* and penciled the first Marvel miniseries, *Marvel Super Hero Contest of Champions*. In 1983, Romita Jr. joined Chris Claremont's *Uncanny X-Men*, taking over the industry's most popular comic for a three-year run that saw his art dramatically evolve in tone. After a stint on the New Universe series *Starbrand*, he rebounded with a pair of *Amazing Spider-Man* issues that included Peter Parker's proposal to Mary Jane Watson. Next, Romita Jr. began a run on *Daredevil* with writer Ann Nocenti, introducing Typhoid Mary and establishing himself as one of the definitive *Daredevil* artists. After a third run on *Iron Man*, his credits included *Punisher War Zone*, *Daredevil: The Man Without Fear* with Frank Miller, a return to *Uncanny X-Men*, and long runs on *Spider-Man*, *Thor* and *Peter Parker: Spider-Man*. As the new century dawned, the ever more popular Romita Jr. kept adding to his superstar resume with stints on *Amazing Spider-Man* with J. Michael Straczynski, *Wolverine* with Mark Millar, *Eternals* with Neil Gaiman, and the *World War Hulk* event. His collaboration with Millar spawned their creator-owned series *Kick-Ass*, which led to a blockbuster feature film. In recent years, he has returned once more to *Amazing Spider-Man*, helped relaunch *Avengers* with Brian Michael Bendis and *Captain America* with Rick Remender, and beginning in 2014, Romita moved to DC where his runs on *Superman* and *All-Star Batman* have topped sales charts.

BOB HALL

Bob Hall has spent the entirety of his professional career balancing his twin passions of drawing and theater. A graduate of University of Nebraska-Lincoln, Hall arrived in New York City in the early '70s to pursue a career in theater. To augment his income, he took his art skills to comic books. He studied illustration under John Buscema, a tutelage which—combined with his theater-born joy of storytelling—helped set him on the path to working for Marvel. Hall's first gigs included penciling multiple issues of *The Champions* and *Super-Villain Team-Up* and annuals for *Fantastic Four* and *Thor*. He also served as an editor for a brief time, with Jack Kirby's *Devil Dinosaur* falling under his purview. In 1980, Hall's off-Broadway play, *The Passion of Dracula*, was adapted for Showtime's *Broadway on Showtime* cable television series. His art career took flight in the '80s, as Hall drew issues of *Amazing Spider-Man*, *Marvel Team-Up* and *Spectacular Spider-Man*, but his most memorable credit came during a pair of stints drawing *Avengers*. Other high-profile credits in the decade came with the *West Coast Avengers* miniseries and Mark Gruenwald's *Squadron Supreme* epic. Hall would return to the Avengers with the now-classic *Marvel Graphic Novel #27: Emperor Doom*, written by David Michelinie. In the '90s, Hall went to Valiant, where he wrote and drew *Shadowman* and *Armed and Dangerous*. In addition to his comics work, Hall has acted in and directed Shakespeare productions across the decades, culminating in his founding of the Flatwater Shakespeare Company in Lincoln, Nebraska in 2001. He serves as the company's Artistic Director and in 2010 received the honor of Artist of the Year from the Nebraska Arts Council's Governor's Arts Awards.

RICK LEONARDI

As soon as Rick Leonardi graduated from Dartmouth College in 1979, he sent Marvel and DC a self-written and -drawn comic book that spoke to his artistic potential. Marvel wrote back, encouraging him to take a job with them. In his first years in comics, Leonardi eased himself into the business with a handful of stories in *Thor* and *The Spectacular Spider-Man*. After proving himself, he landed a pair of higher-profile gigs with writer Bill Mantlo on the 1982 miniseries *The Vision and the Scarlet Witch* and *Cloak and Dagger*. After penciling issues of *The Amazing Spider-Man*—and being a part of the development of Spider-Man's new black costume with Mike Zeck—Leonardi reunited with Mantlo to launch an ongoing *Cloak and Dagger* series in 1985. He followed that up with Marvel's top-selling X-titles, drawing a Colossus serial in *Marvel Comics Presents* and several issues of *The Uncanny X-Men* and *The New Mutants*. In 1992, Leonardi and Peter David created Miguel O'Hara in *Spider-Man 2099*, a series Leonardi would draw for most of the first 25 issues of its run. In the late '90s, Leonardi drew the five-issue series *Painkiller Jane* for Joe Quesada and Jimmy Palmiotti's Event Comics, and in the 2000s, he would head to DC for stints with *Batgirl*, *Vigilante* and *Nightwing*. A longtime fan of Batman, Leonardi's most recent project is the ongoing series *Batman Beyond*.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

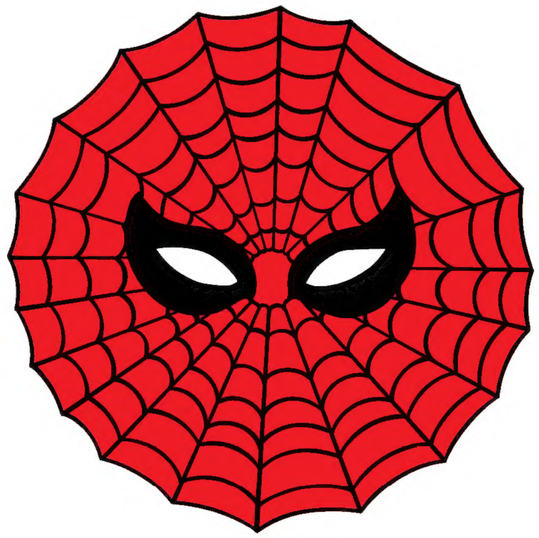
After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

JAN STRNAD

A prolific writer and frequent collaborator with illustrator Richard Corben, Jan Strnad made his career in sci-fi, fantasy and horror. His early '70s sci-fi/fantasy fanzine *Anomaly* published some of Corben's earliest work, and together the pair formed a creative partnership that would continue throughout their careers. Some of their mutual credits include their "Mutant World" serial, which appeared in Warren's *1984/1994* magazine; "New Tales of the Arabian Nights" in *Heavy Metal*; and *Ragemoor* and *Shadows on the Grave* for Dark Horse. In addition to his many independent publisher credits, Strnad also did work for Marvel and DC, including stories in *Amazing Spider-Man* and *Marvel Two-In-One* for Marvel and a four-issue *Sword of the Atom* miniseries with Gil Kane at DC. In the '90s, Strnad wrote multiple series for Dark Horse's *Star Wars*. He and Corben recently rereleased *Mutant World/Son of Mutant World* in a remastered hardcover edition.



Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

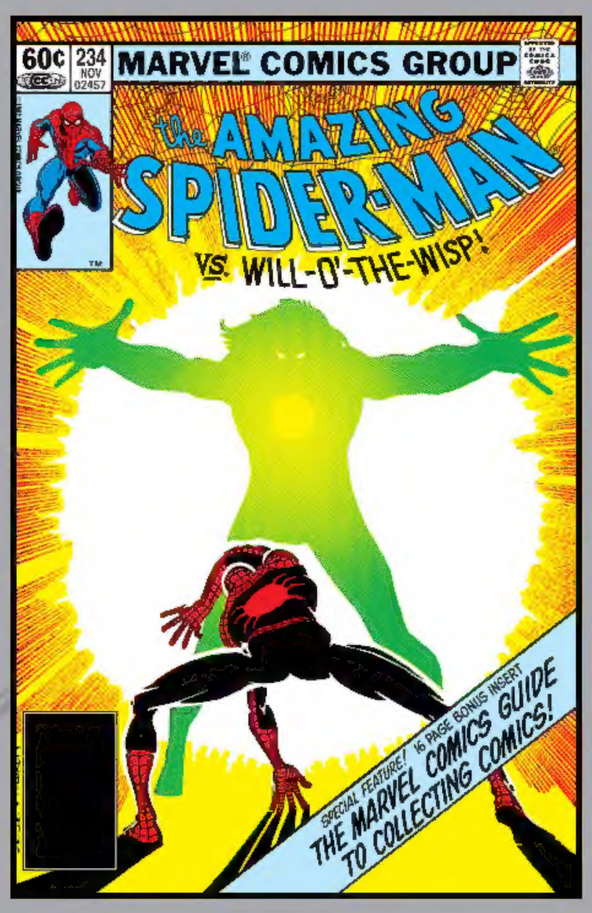
ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-22
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-20
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-11
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-14
DAZZLER VOL. 1
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-9
THE FANTASTIC FOUR VOLS. 1-22
GHOST RIDER VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-13
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-12
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-5
MARVEL TWO-IN-ONE VOLS. 1-4
THE MIGHTY THOR VOLS. 1-19
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-3
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-12



PRINTED IN CHINA

MARVEL